MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 15

CAPTAIN AMERICA Nos. 261-269
ANNUAL No. 5 & THE DEFENDERS No. 106
J.M. DEMATTEIS & MIKE ZECK

MARVEL MASTERWORKS

PRESENTS

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COLLECTING

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CAPTAIN AMERICA CREATED BY JOE SIMON & JACK KIRBY

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STARS, STRIPES AND TV MOVIES
BY J.M. DEMATTEIS

The first time I ever laid eyes on Captain America was on the cover of *Sgt. Fury and His Howling Commandos* #13 (December 1964). It's a tribute to the character, and the man who drew that cover, Jack Kirby, that the image has remained lodged in my memory and imagination ever since. The Marvel covers of the era were—in contrast to their streamlined and sedate DC counterparts—gaudy and garish, crammed full of copy: simultaneously cheap, raw and incredibly vital. Cap's costume—the stars and stripes, the fat A on his forehead—was equally garish, even by super hero standards; and the look in his eyes...well, the guy seemed a little crazy.

I had no idea who Captain America was. Despite the fact that the cover copy proclaimed Cap and his young partner, Bucky, "the overwhelming stars of the Golden Age of Comics," I'd never heard of them. Even the phrase "Golden Age" was new to me. To my 10-year-old's mind, any comics that existed before I was born were as ancient and unfathomable as an Egyptian tomb. Which, of course, made the character seem bizarre and appealing. Add in that dynamic Kirby artwork with Cap—in an impossible, but somehow believable, pose—dominating the scene, and I just had to read that story. Read it? I *devoured* it.

I was a pretty loyal Captain America reader from then on, with a special fondness for anything Jack Kirby—who co-created Cap with Joe Simon back in the 1940s—touched. From his collaborations with Stan Lee to his solo return to the title in the latter '70s, Jack brought energy, emotion, power and grace to the character. (You can say that about anything Jack did. He was one of a kind.) One Kirby book in particular stood out: A *Marvel Treasury Edition*—these were over-sized, extra-length monsters that have since vanished like the dinosaurs—celebrating America's bicentennial. It, among other things, introduced one of the King's most wonderfully weird creations, a character I have an inordinate amount of love for, Mr. Buda.

But perhaps my favorite *Captain America* run was by Steve Englehart and Sal Buscema. Steve brought relevance (in a way that didn't feel heavy-handed and obvious) and a new depth of character to the book and Sal—who, for my money, is just behind Kirby in the Cap artists sweepstakes—did some of his finest work on those stories. The Roger Stern-John Byrne run, however brief, is right up there with Steve and Sal. They got just about everything right.

Flash forward to 1979 (if my chronology is off, forgive me. It's been a while). I'm new to the comics business, writing stories to DC for their various horror and super hero anthologies, and just sticking my toes in the door at Marvel. Jim Shooter—Marvel's extremely tall, extremely talented editor-in-chief at the time—had taken an interest in my work and would toss fill-in issues and other odd, interesting assignments my way. (I look at those early days as my Comic Book College and, along with DC's Len Wein and Paul Levitz, Jim was one of my most erudite professors.) I wrote plots for short Spider-Man stories that would only see print in France, spent several days up at the Marvel offices writing biographies of all their main characters (for what purpose I don't recall), and passed a surreal few weeks ensconced in Stan Lee's office—Stan was in California—watching an animated television series and writing up notes on the lead character, a Spider-Man rip-off, to aid Marvel in a lawsuit. Yes, that's right: I was *paid to hang out in Stan Lee's office and watch cartoons.* If that sounds like Super Hero Heaven, you're correct.

One day Shooter called me in and told me that Marvel was planning a Captain America Treasury Edition—yes, the same brobdingnagian format that classic Mr. Buda story was in—that would tie in to an upcoming Cap TV movie. There had already been one—starring Reb Brown as a helmeted, motorcycle-riding version of Cap that didn't have all that much to do with the character we knew and loved—and a sequel was on the way. The Treasury Edition story, Shooter informed me, would feature the Cap of the Marvel Universe going to Hollywood and interacting with the creators of the movie. Would I, he asked, be interested in writing it? I was, as noted, new to the business and any Marvel assignment—even one as weird as this one—was coveted, so I immediately said yes. ("Yes" is *always* the answer when you're a young, hungry freelancer. You want to learn your craft, you want to work with editors who know theirs, and every assignment—even the ones that team up comic book characters with television actors—offers an opportunity to creatively grow.)

After much wrestling with the concept, I finally came up with an idea that worked. Shooter—who I'm sure had input into the story—approved it and I wrote up a detailed plot for a sprawling saga that featured Cap and Reb teaming up to fight the Red Skull and…well, it was probably as lame as it sounds, but I worked extremely hard to make it the best Captain America meets Reb Brown story ever told. (It helped that it was the *only* Captain America meets Reb Brown story ever told.)

So why isn't my first Captain America epic in this collection? For a good reason: Someone at Marvel, probably Shooter, woke up one day and realized that this awkward team-up wasn't a good idea and the Treasury Edition was shelved. I was disappointed—sure, it would've been an oddball story, but it was *Captain America* and *my name* would've been on it—but I'd been paid for my work, and developing the project in tandem with Jim allowed me to slip a few more toes, maybe even an entire foot, in the Marvel door.

A year or so later—by this point, I'd jumped ship from DC and was full-time at Marvel, writing *The Defenders* and *Marvel Team-Up*—Jim Salicrup, one of the company's most genial and creative editors, called me up and asked about that defunct Treasury Edition I'd written. He needed some fill-ins on the Cap monthly and thought we could toss out the direct references to the TV movie, but keep the "Captain America goes to Hollywood" elements. Again, my answer was an immediate yes, and I set about excising Reb Brown and company (sorry, Reb) and rebuilding the story with a new cast of characters. Whether I succeeded or not I'll leave to you, but Salicrup must have thought so, because—following a terrific two-parter written by the late, great Dave Kraft, which you'll find in this edition—I was handed the book on a regular basis.

Looking back on the stories in this volume, I see a writer still finding his way, trying to understand Captain America and his world and discover the right tone, the right themes, the right voice for Marvel's first superstar. I learned early on that *reading* about a character and *writing* that character are very different things: You see them in a very different light. Sometimes a character you've loved as a fan doesn't resonate with you as a creator—you don't have anything new to add, you can't find new corners of their psyche to explore—other times you uncover levels and layers in a character that you never saw as a reader. That's what happened with Cap.

As noted, I'd been a loyal *Captain America* reader, but I can't say that Steve Rogers was a major god in my comic book pantheon: I enjoyed the stories immensely, but, to my mind, Cap was no Silver Surfer, Spider-Man or Doctor Strange. But the deeper I submerged myself in Steve Rogers' world—and hats off to Stern and Byrne for developing Steve's private life so expertly—the more I appreciated Captain America: not so much the icon as the man. In costume, Rogers was larger-than-life: "the whole country—squeezed into one pair of pants." (That line, spoken about theater legend George M. Cohan, is from *Yankee Doodle Dandy*—one of the great movie musicals—and it describes Cap the Icon better than I ever could.) I was more intrigued by the person behind the mask. Rogers—to dip into movie lore once more—was the George Bailey of super heroes: a simple, honest man who always struggled to do the right thing, no matter how difficult it was. He wasn't concerned with ideologies or the politics of the moment. He was concerned with the *American*

Dream. He believed, to the core of his being, in what America *could be.* Rogers was certainly well aware of the many times the United States had failed to live up to its own ideals—and those failures disheartened him—but he never gave up believing, because his faith and hope weren't invested in any elected official or political party. They were invested in the spiritual core of America: something deep and true and unchanging that lay beneath world affairs and shifting political currents. The more I got to know Steve, the more I understood that Captain America's greatest power wasn't the strength he gained from the Super-Soldier Serum, it was the depth of his compassion, his caring. His belief in the revolutionary power of human decency.

Of course, it's one thing to *say* that, another to translate it into compelling stories. I certainly had my stumbles along the way—I wasn't just finding *Cap's* voice, I was finding *my own*—but I was helped immeasurably by Mike Zeck, one of the most brilliant visual storytellers it's ever been my honor to work with. I look back at our collaboration—on these Cap stories as well as *Kraven's Last Hunt*, which we created, under Jim Salicrup's watchful eye, six years later—with incredible fondness. The beauty of Zeck's art lies in the fluidity, the power, the absolute *clarity* of his storytelling.

We worked in the so-called Marvel-style, starting with my detailed plot, which Mike then brought to visual life, leaving me to write the finished script with the art in front of me—and I never had to scratch my head trying to figure out what was happening in a panel, never had to overexplain the art so the readers could follow the story. The action and emotions were all there in front of me, clear as a bell, which meant I could dive deeper with the narrative, with the characters, than I could have had someone less-skilled drawn these stories. John Beatty soon joined the team and his stellar inks only added to the creative combustion: John always brought out the best in Mike's pencils and his sharp, dynamic linework was perfect for Cap's world.

And what a world it was. In that first story alone, I had a chance to write Cap's ultimate antagonist, the Red Skull—I'd get to explore him in deeper and darker ways much later in my run—bring back the concept of Nomad (which would also return later in the run), and revisit one of Cap's odder antagonists—not surprising, since he was created by the brilliant and iconoclastic Steve Gerber—the Ameridroid.

My second story, "American Dreamers," was an attempt to pay tribute to two of my favorite writers, Philip K. Dick and Ursula K. LeGuin, and the kind of reality-bending stories they told so well, while also digging into that primal theme of American Reality vs. American Dream. That theme continued, perhaps a bit too heavy-handedly, with the Everyman story that followed. (A story that also featured the only Marvel Comics appearance of DC editor—and creator of the Vertigo line—Karen Berger—one of my oldest and dearest friends.)

This collection—which also features a terrific *Captain America Annual* written by superstar Spider-Man scribe David Michelinie and drawn by one of the all-time Marvel masters Gene Colan—wraps up with a story that, in its own way, is as odd as the movie crossover that kick-started my run. Marvel had licensed Team America, a toy line about a group of motorcycle-riding adventurers, and they were slated to launch in their own series. In order to give that series a strong send-off, Shooter, who helped develop the Team America concept for comics, decided that these super-bikers would appear in an issue of *Captain America*—perhaps because Cap rode a motorcycle, too? My job was to figure out a way to include them that didn't seem forced or fake; a job that was made doubly difficult because, if I'm remembering correctly, the characters were just broad sketches at that point and there was no emotional or psychological hook to hang them on. Still, I did my best and I remain fond of the story I cooked up (this may be the only time you'll ever encounter Friedrich Nietzsche as a character in a comic book), even if I would have preferred telling it *without* Team America.

I had a long, healthy run on *Captain America*—a little over three years—and I think the writing and art improved dramatically every month, as Zeck, Beatty, and I found our footing and developed a creative chemistry that resulted in stories that, to my eternal gratitude, fans still talk about and enjoy.

And it's all because of Reb Brown!

– J.M. DeMatteis
June 2022

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TOGETHER AGAIN FOR THE 1ST TIME!

CAPTAIN AMERICA®

AND THE MAN CALLED NOMAD!

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JUST HOP BACK ON THAT PLANE, HERO-MAN! *CALIFORNIA* IS MY TURF!

25¢ CAN

STAN LEE PRESENTS: CAPTAIN AMERICA!®

CELLULOID HEROES!

IT'S A QUARTER TO THREE -- THERE'S NO ONE IN THE PLACE -- EXCEPT YOU AN ME!

NO DOUBT THE PATRONS OF THIS BROOKLYN HEIGHTS BAR HAVE HEARD BETTER SINGING IN THEIR TIME, BUT WHAT JOSH COOPER, STEVE ROGERS, AND SAM WILSON LACK IN VOCAL PANACHE...

...THEY **MORE** THAN MAKE UP FOR WITH SHEER INEBRIATED ENTHUSIASM.

WEE-OO! WHAT ELSE COULD A GUY ASK FROM LIFE 'CEPT A FEW PITCHERS OF SAN-GRIA AN' A COUPLE OF WILD AN' CRAZY GUYS TO CROON WITH?

J.M. DEMATTEIS WRITER | MIKE ZECK PENCILER | QUICKDRAW STUDIOS INKER | JIM NOVAK LETTERER | WARFIELD & SCHEELE COLORISTS | JIM SALICRUP EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

YOU SAID IT, SAM! THIS IS ONLY MY *THIRD* GLASS OF WINE AND I'M FEELING NO PAIN!

OF COURSE, WHEN YOU CONSIDER THAT A QUART OF MILK AND A PACKAGE OF TWINKIES IS ABOUT AS DECADENT AS I *NORMALLY* GET, THAT'S NOT SURPRISING!

LET ME TELL YOU SOMETHING, JOSH--

--STEVIE AN' ME HAVE COME A LONG WAY SINCE THAT ISLAND WHERE THE RED SKULL AL--

*THEY SAY LOOSE LIPS SINK SHIPS -- BUT THEY CAN **ALSO** SINK STEVE AND SAM'S DOUBLE IDENTITIES...*

UH... UM...

...THAT IS...

I MEAN THE RED SKULL *HOTEL* -- DOWN IN JAMAICA! STEVE AN' I WERE BOTH ON VACATION DOWN THERE WHEN WE MET!

*IT IS DUE AS MUCH TO JOSH COOPER'S STATE-OF-MIND AS SAM'S CLUMSY COVER-UP, BUT THE SECRET OF **CAPTAIN AMERICA** AND **THE FALCON** REMAINS SECRET...*

...AND, TWO HOURS AND THREE PITCHERS LATER...

GENTLEMEN -- AS A TOKEN OF MY ESTEEM FOR SUCH A PAIR OF SWELL GUYS -- ALLOW ME TO PAY THE BILL!

S'ALLRIGHT WITH ME, PAL. I DON'T KNOW IF I COULD FIND MY WALLET, ANYWAY!

BUT I *CAN* FIND THE PROMENADE! WHAT SAY WE STRUT ON OVER THERE FOR A STROLL?

AS THE TIPSY TRIO AMBLES OUTSIDE...

I'M GLAD I FINALLY GOT TO MEET YOU, SAM. STEVE'S BEEN SINGING YOUR PRAISES TO ME FOR QUITE A WHILE.

SAME HERE, JOSH. I--

HOLD UP, FELLAS! EITHER THAT'S A VERY ODD LOVE TRIANGLE--

--OR WE'VE JUST STUMBLED UPON A MUGGING-IN-PROGRESS!

UH-OH. WE'D BETTER FIND A COP!

YOU DO THAT, JOSH! SAM AND I WILL TRY A MORE DIRECT ROUTE!

YOU WITH ME, PARTNER?

ALL THE WAY, MY MAN!

HEY, VINCE -- YOU SEE THE CONCERNED CITIZENS?

YEAH, BUT I WOULDN'T WORRY ABOUT 'EM--

"...THEY LOOK LIKE A COUPLE OF REAL KLUTZES!"

THUKK

GREAT! I'M SO STEWED I'M TRIPPING OVER MY OWN FEET!

LEMME TELL YA, BLONDIE -- IF IT WASN'T FOR THE RACKET IT'D CAUSE, I'D BE DOIN' MORE WITH THIS PISTOL THAN JUST BASHIN' YOUR BRAINS, DIG?

WAP!

OH, I THINK HE CAN DIG IT, MARTY!

HOWZA-BOUT YOU, BLACK MAN? CAN *YOU* DIG IT?

WHUPP!

WHY DON'T YOU SHUT YOUR FOOL MOUTH?!

OH -- SO HE'S GETTIN' UPPITY ON US, IS HE?

KLANNGG

VERY UPPITY! AND HE'S NOT THE ONLY ONE!

NOT BY A LONG--

--SHOT?!

SKANNKK!

WHO DO YA THINK YOU ARE, SUCKER-- CAPTAIN AMERICA TOSSIN' HIS MIGHTY SHIELD?

IF I WAS CAPTAIN AMERICA, FRIEND-- YOU COULD BET IT WOULD TAKE A LOT MORE THAN A FEW GLASSES OF VINO TO STOP ME FROM TAKING OUT A TWO-BIT PUNK LIKE--

--YOU!

BUT YOU ALSO CAN BET THAT TONIGHT'S THE LAST TIME I EVER PUT SO MUCH LIQUOR IN MY SYSTEM!

BA-

SHAM!

HEY--I FOUND THE MAN! ARE YOU GUYS--

--OKAY?

WOW, I GUESS YOU ARE.

WE'RE FINE, JOSH!

AFRAID I CAN'T SAY THE SAME FOR THESE TURKEYS.

BRO-THER! YOU SHOULDA SEEN THESE GUYS! THEY CAME ON LIKE STARSKY AND HUTCH!

I WOULDA LOST THE WHOLE DAY'S RECEIPTS FROM MY GROCERY IF IT WASN'T FOR THEM!

WELL, WELL--I ALWAYS WANTED TO MEET STARSKY AND HUTCH! I'VE BEEN WATCHIN' YOU ON TV FOR YEARS!

MAYBE YOU'LL GIVE ME AN AUTOGRAPHED PICTURE BEFORE YOU GO, HUH?

OKAY-- SPREAD 'EM! AND DON'T MOVE A MUSCLE!

MOVE? I *HURT* TOO MUCH TO MOVE!

DO I DETECT A NOTE OF... SARCASM IN YOUR VOICE, OFFICER?

SARCASM? ME? YOU'D BETTER BELIEVE IT!

LOOK YOU JERKS, YOU DID GOOD--I CAN'T DENY THAT. BUT NEXT TIME, YOU'D BETTER LEAVE THE HEROICS TO THE PROFESSIONALS.

REMEMBER, THIS AIN'T TELEVISION! AND IF YOU JOKERS HAD GOTTEN HURT, NO ONE WOULD'VE BEEN AROUND TO PATCH YOU UP BETWEEN COMMERCIALS!

COMPRENDÉ?

I'M SURE THEY DO, OFFICER. THANKS FOR YOUR HELP. GOOD-NIGHT.

COME ON, BOYS--LET'S GET HOME BEFORE YOU GET IN ANY MORE TROUBLE!

AND SO IT GOES.

MORNING:

COTTONY CLOUDS DRIFT LAZILY ACROSS A RICH BLUE SKY...

...SUN STREAMS GRACEFULLY OVER THIS PROUD OLD BROWNSTONE...

RRRING!

...BUT INSIDE...

...AN OVERNIGHT GUEST FINDS THE DAY A TRIFLE MORE INCLEMENT...

OH...MAN--! WAS THAT A PHONE I HEARD OR WAS SOMEONE IN HERE RINGIN' THE LIBERTY BELL?

THAT WAS *THE BEAST* CALLING FROM *AVENGERS MANSION*, SAM. IT SEEMS I PROMISED TO JOIN HIM FOR A WORKOUT IN THE GYM TODAY.

YOU'RE NOT GOING, ARE YOU?

HANGOVER OR NO, SAM, A PROMISE IS A PROMISE. CARE TO JOIN ME?

ONE HEAD-THROBBING COSTUME-CHANGE LATER...

LOOK, STEVE-- JUST BECAUSE I'M COMING ALONG DOESN'T MEAN I'LL GO BOUNCIN' ON ANY TRAMPOLINES!

WHATEVER YOU SAY, OLD FRIEND. BUT I THINK THE EXERCISE WILL DO YOU GOOD. SHAKE OFF THE DEMON ALCOHOL.

AND SO IT IS THAT TWO EXTRA-ORDINARY COM-MUTERS (AND ONE EQUALLY EXTRAORDINARY BIRD) MAKE THEIR WAY ACROSS THE BROOKLYN BRIDGE INTO MANHATTAN...

SKRAWW

YOU SAID IT, REDWING! HAVING YOU, ME, AN' CAP TOGETHER AGAIN IS JUST LIKE THE OLD DAYS--WHEN WE WERE THE TEAM SUPREME!

HEY-- HOW COME YOU'RE NOT GLORYIN' IN THE NOSTALGIA, BUDDY?

WHAT? OH-- SORRY, FALC. I DIDN'T HEAR YOU. THE BEAST MEN-TIONED THAT AN URGENT TELE-GRAM ARRIVED FOR ME AT THE MANSION THIS MORNING--

--AND I WAS JUST WONDERING WHAT IT COULD BE!

AND HE'S **STILL** WONDERING TWENTY MINUTES LATER, AT THE OUTER GATES OF THE AVENGERS' WORLD-FAMED TOWNHOUSE/HEADQUARTERS...

IT'S NO SURPRISE THAT NEITHER HERO TAKES NOTE OF THE RAG-BEDRAPED OLD WOMAN WHO EYES THEM FURTIVELY FROM ACROSS THE STREET.

THESE SO-CALLED BAG LADIES HAUNT THE SIDEWALKS OF NEW YORK; LOST SOULS BEREFT OF REASON OR PURPOSE.

BUT THIS PARTICULAR "LOST SOUL" IS A WEE BIT DIFFERENT.

...AS THE MICRO-TRANSMITTER SHE REMOVES FROM HER WOOLWORTH'S SHOPPING BACK SO ELOQUENTLY TESTIFIES...

OPERATIVE M TO PUPIL-- COME IN.

THIS IS PUPIL, OPERATIVE M. REPORT.

OUR TARGET HAS ARRIVED-- NO DOUBT LURED BY THE BAIT, ***PROJECT: DESECRATION*** HAS BEGUN!

THANK YOU, OPER-ATIVE M. MAINTAIN SURVEILLANCE. PUPIL OUT.

KLIK

DID YOU HEAR TEACHER? IT WILL NOT BE LONG UNTIL OUR PLAN SWINGS INTO MOTION--AND THAT ARROGANT FOOL CAPTAIN AMERICA FEELS THE FULL WEIGHT OF OUR VEN-GEANCE UPON HIM! AND THAT WILL BE A GLORIOUS DAY FOR LYLE DEKKER, A.K.A.--

--THE AMERI-DROID!*

*LAST SEEN IN **CAP** #221 --J.S.

BE ***SILENT***, MY PUPIL--THESE MELODRAMATICS ARE BOTH DISTASTEFUL AND TIME-WASTING. THERE IS MUCH WORK TO BE DONE. COME.

SIMULTANEOUSLY, IN THE AVENGERS' GYM...

WATCH YOURSELF, BEAST!

NOT TO WORRY, MEIN KAPITAN!

THIS LITTLE OBSTACLE COURSE IS A PIECE OF CAKE TO A GUY WITH *MY* AMAZING AGILITY!

THIS TELEGRAM SURE IS SOMETHING, STEVE! IMAGINE GALACTIC PICTURES PUTTING TOGETHER A BIG-BUDGET MOVIE ON YOUR LIFE AND WANTING TO FLY YOU OUT TO THE COAST TO TAKE PART IN THE PRE-FILM PUBLICITY!

IT'S ALL VERY FLATTERING, SAM -- BUT I THINK MY PARTICIPATION WOULD BE UNETHICAL.

YEAH, CAP! GLORIFYING YOUR OWN LEGEND IS MUY TACKY! BUT THINK OF THE POOL-SIDE BEAUTIES --

--WHO'LL BE BEGGING TO WAX YOUR SHIELD!

EXCUSE THE INTERRUPTION, CAPTAIN--

WHO?

OH, VISION. HELLO!

--BUT THERE IS SOMETHING ON THE MORNING NEWS THAT YOU SHOULD FIND MOST... INTRIGUING.

"REALLY? THEN LET'S HAVE A LOOK AT IT!"

HEY, CAPPO -- ISN'T THAT--?

I KNOW WHO IT *LOOKS* LIKE!

HERE, LEMME TURN UP THE SOUND.

"--FORMER NEW YORK-BASED SUPER HERO CALLED **NOMAD** RESURFACED YESTERDAY IN THE LOS ANGELES AREA, DECLARING A ONE-MAN WAR AGAINST THE TERRORIST GROUP CALLED **THE NIHILIST ORDER**...

"...AND SINGLE-HANDEDLY SAVED TELEVISION STAR SUZANNE D'IMMBULB FROM AN N.O. ATTACK ON HER BEVERLY HILLS HOME.

"THIS REPORTER SPOKE TO NOMAD SHORTLY AFTER THE INCIDENT...

I'VE MADE THE MOVE WESTWARD IN ORDER TO STOP THOSE NOXIOUS DEVILS -- AND I WON'T REST UNTIL I'VE SEEN THEIR VILE BREED STAMPED OUT!

"AND HE APPEARS TO BE THE KIND OF MAN WHO COULD **DO** IT!"

GRIMLY, THE STAR-SPANGLED AVENGER SWITCHES THE TELEVISION OFF...

...AND THE ROOM SETTLES INTO A DEEP SILENCE...

...AS IF NONE WOULD DARE INTRUDE UPON THE THOUGHTS NOW SWIRLING THROUGH CAPTAIN AMERICA'S MIND...

NOMAD! THERE'S ONE NAME I NEVER THOUGHT I'D BE HEARING AGAIN! AND THERE'S NO LOGICAL WAY I *SHOULD* BE HEARING IT--

--BECAUSE I *AM* NOMAD!

OR AT LEAST I WAS!

"IT WAS A FEW YEARS AGO--AT A TIME WHEN I'D LOST FAITH IN THE U.S.A. ... AND MYSELF*...

"--WHEN I FELT I COULD NO LONGER CALL MYSELF A SYMBOL OF THIS NATION, AND WALK WITH MY HEAD HELD HIGH.

"AND SO I GAVE UP BEING CAPTAIN AMERICA--

*THE CLASSIC **CAP** #176 -- J.S.

"--GAVE UP THE HERO'S ROLE, ALTOGETHER!

"BUT A CONFRONTATION WITH THE GOLDEN ARCHER -- WHO TURNED OUT TO BE MY OLD FRIEND *HAWKEYE* IN DISGUISE--CONVINCED ME THAT I COULD NO MORE FORFEIT THE ADVENTURER'S LIFE THAN I COULD FORFEIT BREATHING.*

"THAT'S WHEN I DECIDED TO ADOPT ANOTHER IDENTITY--

***CAP** #179 -- SALICRUP.

"--AND *NOMAD* WAS BORN!

"I FORGED A NEW LIFE, FOUND NEW MEANING, NEW HOPE...

"BUT A FATEFUL SET OF CIRCUMSTANCES -- NOT THE LEAST OF WHICH WAS THE RED SKULL'S MURDERING A YOUNG MAN WHO TRIED TO TAKE CAPTAIN AMERICA'S PLACE--TAUGHT ME THE MOST IMPORTANT LESSON OF ALL...

"...THAT NO MATTER HOW GRIM THE REALITY AROUND ME--"

--CAPTAIN AMERICA MUST ALWAYS BE THERE TO STAND AS THE EMBODIMENT OF THIS COUNTRY'S *HIGHEST IDEALS!*

I RETIRED NOMAD THEN--AND NOW SOMEONE HAS COME ALONG CLAIMING TO *BE* THAT HERO-WITHOUT-A-COUNTRY--

--WHICH MAKES ME VERY CURIOUS! *VERY* CURIOUS INDEED!

HEY, STEVE--WHERE'RE YOU GOING?

IF YOU WANT ME, FALCON -- DROP A LINE IN CARE OF GALACTIC PICTURES--

--ON THE SUNNY COAST OF CALIFORNIA!

L.A. INTERNATIONAL AIRPORT, TWENTY FOUR HOURS LATER...

I HOPE YOU HAD A MARVELOUS FLIGHT, CAPTAIN AMERICA, SIR --

AMERICAN AIRLINES

-- IT'S CERTAINLY BEEN OUR GREAT PLEASURE TO SERVE YOU!

I'LL SAY ONE THING FOR GALACTIC PICTURES -- THEY'VE GOT CLASS! THEY BOUGHT EVERY SEAT ON THAT PLANE SO I COULD TRAVEL IN PRIVACY!

MAYBE IT WON'T BE THAT BAD OUT HERE AFTER--

--ALL?!

THE ONLY ANSWER IS NO ANSWER!

THE ONLY HOPE IS NO --

WHAT THE DEVIL--?!

RATATATATATATATAT

--HULP!

SHLANG!

OUT OF MY WAY, OLD TIMER -- I'VE GOT A JOB TO DO!

BUMP

WHING

PING

I SEE THE NIHILIST ORDER HAS COME OUT TO GREET ME! NOW ISN'T *THAT* INTERESTING!

AT THIS RATE, MAYBE IT WON'T BE ALL-TOO-LONG BEFORE I RUN INTO--

--NOMAD!

YOU FOOL, WATCH WHERE YOU'RE GOING --

--YOU NEARLY KNOCKED US BOTH DOWN!

WORRY ABOUT YOURSELF, OLD TIMER--DON'T WORRY ABOUT ME!

BLAM!

DEATH TO ALL SYMBOLS OF EVERYTHING!

I'VE GOT THE SITUATION WELL IN HAND!

IF YOU CALL ALMOST GETTING US RUN OVER HAVING THE SITUATION IN HAND!

THIS NOMAD--OR *WHOEVER* HE IS--IS A RECKLESS ONE, ALL RIGHT!

"HE'S SO BUSY PLAYING HERO THAT HE DOESN'T SEE THOSE POLICE CARS DIRECTLY IN THE JEEP'S PATH!

"WHICH MEANS THEY'RE GOING TO--"

AW, NO!

K-RASSH!

ORDER THROUGH DISORDER!

SO IT APPEARS IT'S UP TO THIS "OLD TIMER"--

--TO SEE THAT THESE SLOGAN-SHOUTING SICKIES--

--GET JUST WHAT THEY DESERVE!

WHOMP

S-BASH

THEN, FASTER THAN YOU CAN SAY "MASS MEDIA"...

GET THAT CAMERA ON HIM, BOYS! WE'VE GOT ANOTHER EXCLUSIVE!

AND WILL BRYNNER *LOVES* EXCLUSIVES!

AH--OUR FRIEND FROM THE MORNING NEWS!

READY TO ROLL, BOYS? GREAT!

THIS IS WILL BRYNNER, KGBS ACTION-NEWS, HERE AT L.A. AIRPORT WITH NOMAD--WHO HAS JUST HEROICALLY STOPPED ANOTHER INSANE RAMPAGE OF THE NIHILIST ORDER--

DON'T PAY THAT BUNCH NO MIND, CAPTAIN! WE SAW WHAT YOU DID--AND WE APPRECIATE IT--

SO *THERE* YOU ARE!

OUT OF THE WAY, OFFICER--THE GOOD CAPTAIN IS EXPECTING ME!

I AM...?

YOU SURE ARE! WALLY LOMBEGO, PRODUCTION ASSISTANT ON *CAPTAIN AMERICA--THE MOTION PICTURE*, AT YOUR SERVICE!

Y'KNOW, IT'S A SHAME THE PRESS DOESN'T GO NUTS FOR YOU THE SAME WAY THEY GO NUTS FOR NOMAD! WE COULDA HAD SOME OUTRAGEOUS PUBLICITY TO KICK THIS THING OFF!

CARE FOR A *PERRIER*?

BRO-THER!

RIGHT THIS WAY, CAPPO! WE'VE GOT A NIFTY LIMO WAITING TO TAKE YOU TO THE STUDIO--AND THEN THE FUN'S ***REALLY*** GOING TO START!

JUST A MINUTE, YOUNG MAN-- BEFORE WE GO I WANT TO HAVE A WORD WITH--

CAPTAIN AMERICA

--NOMAD--?!

WE'LL MEET AGAIN SOON ENOUGH, HERO. JUST BE PATIENT...

HEY, WAKE UP THERE, CAPPO--LET'S MOVE IT, MOVE IT, MOVE IT!

AND ONCE THEY'VE "MOVED IT" INTO THE WAITING SEDAN...

YES SIR, CAPPO BABY-- YOU MAY BE A LITTLE OLD FASHIONED-- A BIT OF A STICK-IN-THE-MUD--

--BUT WITH SOME GOOD OL' HOLLYWOOD FANCY FOOTWORK, WE'LL TURN YOUR LIFE INTO THE MOST FAR-OUT FLICK SINCE "EL TOPO!"

GIVE ME STRENGTH--

YOU EVER SEE "EL TOPO," CAP? IT'S ABOUT THIS WEIRDO WHO DRESSES ALL IN BLACK, SEE? AND HE--

LOOK HOW INNOCENTLY THAT FLAG-WAVING FOOL SITS THERE-- UNAWARE OF THE WEB THAT ALREADY ENTANGLES HIM!

AGAIN YOU GLOAT, MY PUPIL! THAT IS A MOST EGREGIOUS TRAIT! IMMATURE BOASTING MUST BE WEEDED OUT OF THE HEART IF ONE IS TO BE ***TRULY*** SUPERIOR!

NOW COME--IT IS TIME FOR YOUR THERAPY!

OUTSIDE THE CRAMPED CONTROL CENTER...

Y-YOU MUST EXCUSE ME, TEACHER. BUT MY MIND-- THINGS ARE SO CONFUSED--!

IN TIME, DEKKER, YOU WILL SEE AS I DO-- WITH THE CRYSTAL CLARITY OF PURE VISION!

I HOPE, TEACHER, THAT I WILL PROVE WORTHY OF SUCH WISDOM.

I AM CERTAIN THAT YOU WILL, DEKKER. BUT IT WILL REQUIRE GREAT DEDICATION AND FU--

WHAT IS *THIS*?!

TO SLEEP ON DUTY IS TO BE LIKE THE FACELESS THRONG THAT SLEEPWALKS THROUGH LIFE--UNAWARE OF THE TRUE PURPOSE OF EXISTENCE!

UGH!

WHAK!

AND WHAT *IS* THE TRUE PURPOSE OF EXISTENCE?!

THUD

T-TO SERVE YOU, TEACHER... AND TO PROMOTE THE N-NIHILIST CAUSE...

AND WHAT IS THE NIHILIST CAUSE?

THE NIHILIST CAUSE IS TO FIND TRUE PEACE IN THE LEVELLING OF LIFE. O-ONLY IN DISSOLUTION CAN HARMONY BE SECURED.

WELL SAID, MY LOVELY ...WELL SAID!

NOW GET AWAY FROM ME, COW-- YOU *SICKEN* ME!

LET US GO, DEKKER-- WE'VE WASTED ENOUGH TIME HERE!

PRESENTLY...

THIS ROOM STILL FRIGHTENS ME, TEACHER...

FEAR IS FOR THE SHEEP, PUPIL!

HERE, WITH BENEFIT OF MY TECHNOLOGY, WE HAVE BEEN ABLE TO REMAKE YOU FROM THE PITIABLE WRECK YOU WERE!

I THINK YOU NEED TO BE REMINDED OF THAT--

--SO WE WILL BEGIN THERAPY WITH A SHORT *REVIEW.*

LET ME ADJUST THE POWER-GAIN AND... *AH!*

"FORTY YEARS AGO YOU WERE A NAZI INFILTRATOR WHOSE MISSION WAS TO DISRUPT THE FILMING OF A MOTION PICTURE AGGRANDIZING THE LEGEND OF CAPTAIN AMERICA. BUT HE AND HIS YOUNG PARTNER, *BUCKY*, BECAME AWARE OF YOUR GAMES--

--AND YOU FAILED MISERABLY.*

*SEE ***CAPTAIN AMERICA*** #219 -- SALICRUP.

"YOUR SUPERIOR IN THAT PROJECT--THE INFAMOUS ***RED SKULL*** -- TOOK YOU TO TASK FOR THIS GROSS INEPTITUDE, CONDEMNING YOU TO DEATH!

"BUT LUCK WAS ON YOUR SIDE--AND YOU ESCAPED--STARTING A NEW LIFE IN NEWFOUNDLAND.

"YOU FOUND SELF-WORTH THERE FOR A TIME, UNTIL CAPTAIN AMERICA ENTERED YOUR LIFE AGAIN! HE TRACKED YOU DOWN, DEKKER--

"--TRANSFERED YOUR CONSCIOUSNESS INTO THE GROTESQUE ANDROID FORM YOU NOW INHABIT!*

*A MORE-THAN-SLIGHTLY DISTORTED VIEW OF ***CAP*** #221 -- J.S.

"WHEN I FOUND YOU, YOU WERE A RUINED MAN--WITH NO HOPE, NO FAITH, NO SENSE OF REALITY.

"I REBUILT YOUR RUINED MIND, SALVAGED YOUR CONFUSED SOUL, BY LEADING YOU DOWN INTO THE BLACK HEART OF ***MY*** REALITY...

"NOW, AT LAST, YOU ARE BEGINNING TO UNDERSTAND THE WORLD--"

--THE WAY I WANT YOU TO!

DO YOU HEAR ME, DEKKER -- DRIFTING THERE IN A HYPNOTIC TRANCE -- YOUR FEEBLE MIND OPEN TO MY EVERY SUGGESTION!

YOU MUST KNOW NOTHING BUT HATRED FOR CAPTAIN AMERICA -- FOR THE MAN WHO MADE YOU AN OVER-SIZED FREAK!

BUT IT WILL DO YOU NO GOOD JUST TO KILL THE GOOD CAPTAIN -- WILL IT, DEKKER? NO! FIRST HE MUST BE THOROUGHLY HUMILIATED!

FOR **SYMBOLS** ARE HARDER TO SQUASH THAN MEN -- IT TAKES MORE THAN BULLETS TO ANNIHILATE THEM!

SOCIETY MUST FIRST VIEW THEM AS ANATHEMA!

THE VERY UTTERANCE OF THEIR NAMES MUST BECOME **BLASPHEMY!**

BLASPHEMY!

BLASPHEMY!

DEMO CRACY

AND WHILE THE MACHIAVELLIAN MADMAN CALLED TEACHER CONTINUES HIS LESS-THAN-ORTHODOX THERAPY...

*...WE TURN OUR ATTENTION TO **THIS** SPRAWLING BACKLOT WHERE, DAILY, 35 MILLIMETER DREAMS ARE BORN...*

... WHERE UNDERDEVELOPED TALENT AND OVERINFLATED EGOS JOIN FORCES TO LIGHT THE SILVER SCREEN.

GALACTIC FILMS

GALACTIC

GALACTIC FILMS

*BUT, AS HECTIC AS THINGS GET AT **GALACTIC PICTURES** ON A **NORMAL** BUSINESS DAY...*

...TODAY'S STATE-OF-AFFAIRS BORDERS ON SHEER **PANDEMONIUM**...

I DON'T UNDERSTAND IT, JASON! WHERE THE HECK CAN THEY BE! I TOLD HIM ELEVEN O'CLOCK SHARP!

I TOLD HIM!

DON'T WORRY ABOUT IT, LENNY -- THEY'LL MAKE IT. MEANWHILE, WHY DON'T YOU GO THROW A BONE TO THE MEDIA BOYS!

GALACTIC FILMS

GOOD IDEA, JASON. GOOD IDEA.

LADIES AND GENTLEMEN... UH... I'M LEONARD SPELLMAN -- PRODUCER OF ***CAPTAIN AMERICA -- THE MOTION PICTURE*** AND... UH... I JUST WANTED TO ASSURE YOU THAT... UH...

YOU CAN STIFLE THE ELOQUENT ORATORY, LENNY --

ACTIC FILMS

CAPTAIN AMERICA

"-- THEY'RE HERE!"

WONDERFUL! EVERY NEWSPAPER AND TV STATION IN THE COUNTRY MUST HAVE SHOWN UP FOR THIS PUBLICITY JUNKET!

STEADY, CAP -- IT PROBABLY WON'T BE AS BAD AS YOU THINK.

IT'LL BE ***WORSE!***

LOM-BE-GO!

HOWDY, CAPTAIN -- I'M ***JASON STAID***. I HAVE THE HONOR OF PORTRAYING YOU IN OUR LITTLE FILM!

A PLEASURE, JASON!

LOMBEGO! WHAT IN THE NAME OF D.W. GRIFFITH TOOK YOU SO LONG?

SORRY, CHIEF. I... UM... HAD TO STOP OFF AT THE... UM... LITTLE BOY'S ROOM!

WALLY, I SWEAR -- IF YOU WEREN'T MY SISTER'S SON --!

IT TAKES A FEW MINUTES FOR THINGS TO SETTLE DOWN BUT, FINALLY, THE MUCH-BALLYHOOED PRESS CONFERENCE GETS UNDERWAY...

FIRST QUESTION, PLEASE?

TELL ME, CAP -- IS IT TRUE YOUR FELLOW AVENGER, ***THE WASP***, SPENDS HALF A MILLION A YEAR ON CLOTHES!?

AND IT'S DOWNHILL FROM THERE...

TWENTY-FIVE EMBARRASSING MINUTES LATER...

RIGHT THIS WAY, LADIES AND GENTLEMEN -- WE'VE... UH... BEEN SAVING THE BEST FOR LAST!

YOU'VE REALLY GOT A WAY WITH A PHRASE, LENNY.

C'MON, JASON -- GIVE ME A BREAK! I'M A PRODUCER, NOT A PUBLIC SPEAKER!

TELL ME *HONESTLY*, CAPTAIN -- DON'T YOU THINK YOUR BRAND OF RATHER OSTENTATIOUS FLAG-WAVING HAS HAD ITS DAY?

AS LONG AS THERE'S AN AMERICAN DREAM FOR OUR PEOPLE TO REACH FOR, YOUNG LADY, I'LL DO MY UTMOST TO *EMBODY* THAT DREAM -- TO STAND AS A SYMBOL OF HOPE -- AND BETTER TOMORROWS.

IN MY OPINION, THAT'S WHAT THIS COUNTRY IS ALL ABOUT.

CAPTAIN AMERICA

PLEASE, PLEASE -- IF IF WE CAN... UH... PUT ASIDE OUR POLITICAL DIFFERENCES FOR THE MOMENT...

...THERE'S SOMETHING I'D LIKE YOU ALL TO SEE!

IN HONOR OF OUR ESTEEMED GUEST -- THE SPECIAL EFFECTS DEPARTMENT HAS WHIPPED UP SOMETHING... UH... *SPECIAL!*

AND HERE IT --

--IS!

A TWENTY-FIVE FOOT CAPTAIN AMERICA -- COMPLETE WITH MOVING PARTS?

I'M SURE YOU FOLKS WOULD LIKE TO GET SOME SHOTS OF THE *REAL* CAPTAIN STANDING WITH OUR MECHANIZED ONE!

UM... COULD YOU *SMILE*, CAP? THIS SHOT'LL BE ON THE COVER OF EVERY MAGAZINE IN THE --

--WORLD *AHHH!*

BLAM!

GREAT SCOTT! SPELLMAN'S BEEN *SHOT* --

--BY THAT LADY *REPORTER*?!

MANY ARE THE FACES OF THE NIHILIST ORDER! DESTRUCTION COMES IN TIMES OF GREATEST JOY!

I SHOULD HAVE KNOWN--!

H-HEY! DON'T JUST STAND THERE, MR. MUSCLES--*DO* SOMETHING!

SLOW DOWN, WALLY! I'M JUST AN ACTOR, REMEMBER? THEY'RE PAYING ME TO *PRE-TEND* TO BE CAPTAIN AMERICA!

CAPTAIN AMERICA

BESIDES--YOU DON'T NEED ME--

"--YOU'VE GOT THE REAL THING!"

JUST A MINUTE, MISS--

--I'D LIKE TO HAVE A WORD WITH YOU!

NO!

OH...:SOB:...FORGIVE ME...I'M SO SORRY...:SOB:...FOR WHAT I'VE DONE! I DIDN'T WANT TO HURT ANYONE! THEY ...:SOB:...MADE ME DO IT! THEY *MADE* ME!

TAKE IT EASY, MISS! IF WHAT YOU SAY IS TRUE--

--EVERY-THING'S GOING TO BE ALL RIGHT.

ALL...:SNIFF:...RIGHT?

OF COURSE IT'S GOING TO BE ALL RIGHT, YOU COMPASSIONATE JACKAL!

WHANG!

SPANG!

BECAUSE YOU WILL BE *DEAD*!

WHUPP!

IN TEACHER'S NAME -- HIS REFLEXES ARE ...ASTONISHING!

HE USED HIS SHIELD TO DEFLECT THE BARRAGE EVEN AS IT RAINED DOWN FROM THE HELI-COPTER!

QUICKLY, BROTHER --PULL ME ABOARD! THIS MISSION MUST BE ABORTED!

I DON'T THINK SO!

AND THIS TIME, YOU'RE NOT GOING TO GET BY ME WITH SWEE--

OH, NO! MY SHIELD... IT'S FLYING ERRATICALLY -- OUT OF CONTROL -- STRAIGHT TOWARD THAT GIRL!

BUT THAT'S *IMPOSSIBLE!*

RELAX, PEOPLE -- NOMAD IS HERE TO SAVE THE--

--DAY?!

THANKS FOR THE HELP, NOMAD -- BUT NO THANKS!

WHAT A LEAP! I'VE NEVER SEEN ANYONE MOVE SO FAST!

HOW ABOUT A LITTLE KISS FOR THE CAMERAS, BEAUTIFUL?

NOW, IF YOU'LL EXCUSE ME, I'VE GOT A 'COPTER FULL OF ARMED MANIACS TO STOP!

GET GOOD AND CLOSE ON THAT, MORTY!

BUT THE CAMERAS DON'T REMAIN ON NOMAD FOR LONG AS WITH ONE ADROITLY-EXECUTED MANEUVER...

...CAPTAIN AMERICA LITERALLY SPRINGS INTO ACTION!

HERE'S WHERE THAT WOULD-BE ASSASSIN DROPPED HER GUN--

BEEEE-OOO-TIFUL!!

--LET'S SEE IF I CAN'T USE IT TO GIVE THE LIVING LEGEND A HELPING HAND!

HANG STEADY, CAP --I'LL STOP THOSE BLOODTHIRSTY GOONS!

BAM BAM BAM

WHAT IS THAT IDIOT DOING?

THE ONLY WAY TO AVOID THAT SPRAY OF BULLETS IS BY LETTING GO OF THE ROPE LADDER--

--AND TAKING A LONG DIVE!

BUT A RUNAWAY SERVING TABLE IN CAP'S PATH SEEMS DETERMINED TO END THAT DIVE IN A RATHER INGLORIOUS FASHION.

AND NO DOUBT IT WOULD...

...IF THE DIVER IN QUESTION WERE ANYONE OTHER THAN THIS MAN!

CAPTAIN AMERICA

WAY TO GO, CAPTAIN! WAY TO GO!

AFTER HASTILY-SUMMONED SECURITY AND MEDICAL TEAMS HAVE ARRIVED...

THERE, MR. SPELLMAN-- THAT SHOULD DO IT! THE WOUND WAS VERY MINOR!

THANK YOU, DEAR.

I SEE NOMAD IS PLAYING TO THE CAMERAS AGAIN...

I WISH I COULD STAY WITH YOU LONGER, GENTLEMEN--

--BUT THERE *IS* JUSTICE TO BE DISPENSED, SO I'LL JUST LEAVE YOU AND THE GOOD CAPTAIN TO YOUR... FRIVOLITIES AND BE ON MY WAY!

JUST ONE MINUTE, NOMAD. THERE'S SOMETHING I WANT TO SAY TO YOU--!

OH-OH.

THANKS FOR THE ASSIST, FRIEND. IT WAS APPRECIATED.

UH... YES... OF COURSE, ANYTIME, CAPTAIN AMERICA. ANYTIME.

AFTER ALL--

--WE'RE BOTH ON THE SAME TEAM.

YOU DON'T REALLY BELIEVE THAT, MISTER--AND NEITHER DO I! BUT I'M NOT GOING TO CONFRONT YOU UNTIL I'M SURE JUST WHAT GAME IT IS YOU'RE PLAYING HERE!

GEE, CAP-- I'M SORRY ABOUT THIS. THE WHOLE THING'S TURNED INTO QUITE A FIASCO.

LOOK ON THE BRIGHT SIDE, MR. SPELLMAN-- YOU *DID* GET QUITE A TRUCKLOAD OF--

--PUBLICITY!

THAT YOU DID, DEAR CAPTAIN--

--BUT NOT QUITE THE KIND WE HAD PLANNED!

YEAH. I KNOW--AND I'M REALLY *SORRY* ABOUT THAT, TEACHER.

I REALLY TRIED, Y'KNOW--USING THAT MAGNET TO PULL HIS SHIELD OFF COURSE, KICKING THE TABLE UNDER HIM, EVERYTHING WE TALKED ABOUT!

BUT THAT AVENGER IS JUST TOO MUCH!

TOO...

... MUCH?!

WHOK

HE IS *GARBAGE!*

I TRAINED YOU, NOMAD! REMEMBER THAT THE NEXT TIME YOU MOUTH SULLEN WORDS OF DEFEAT!

I TRAINED YOU!

MARK ME WELL, FOOL-- THIS IS BUT A MINOR SETBACK! BECAUSE, WHEN WE ARE DONE--

--NOT ONLY WILL CAPTAIN AMERICA BE DEAD--

--BUT ALL OF HIS COUNTRYMEN WILL *SPIT ON HIS GRAVE!*

NEXT: *THE FACE BEHIND NOMAD'S MASK! THE "CAPTAIN AMERICA DAY" PARADE! AND...* THE **DEATH OF A LEGEND!**

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CAPTAIN AMERICA®

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HE'S TWICE AS **BIG!** AND TWICE AS MUCH **TROUBLE!** HE'S THE POWER-MAD **AMERIDROID!**

ZECK/BEATTY

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Stan Lee PRESENTS: CAPTAIN AMERICA!®

DEATH OF A LEGEND?

J.M. DE MATTEIS / WRITER | MIKE ZECK / PENCILER | QUICKDRAW STUDIOS / INKER | BOB SHAREN / COLORIST | NOVAK&PARKER / LETTERERS | JIM SALICRUP / EDITOR | JIM SHOOTER / EDITOR-IN-CHIEF

AND NOW, WITH A COMMENT ON THE NEWS, HERE'S ***WILL BRYNNER...***

THANK YOU, TED--AND GOOD EVENING, LOS ANGELES.

TONIGHT, I'D LIKE TO TAKE A LOOK AT A STRANGE SERIES OF EVENTS THAT TRANSPIRED TODAY --EVENTS THAT DREW TOGETHER TWO ***UNIQUE*** INDIVIDUALS.

ONE IS ***NOMAD***, THE MASKED DAREDEVIL WHO HAS BECOME A HOUSEHOLD NAME IN OUR CITY DUE TO HIS ONE-MAN WAR AGAINST THE TERRORIST GROUP CALLED ***THE NIHILIST ORDER.***

?

EYEWITNESS NEWS

10 SECO TO COMMER

THE OTHER IS THAT ALLEGED LIVING LEGEND--***CAPTAIN AMERICA.***

"THE GOOD CAPTAIN ARRIVED AT L.A. INTERNATIONAL THIS AFTERNOON * AND, WITHIN SECONDS, FOUND HIMSELF THE TARGET OF AN N.O. ATTACK SQUAD.

"ONLY NOMAD'S TIMELY INTERVENTION SPARED THE GAUDILY-ATTIRED SHIELD-SLINGER'S LIFE.

*LAST ISSUE TO US! -- J.S.

"THIS EXERCISE IN QUESTIONABLE TASTE WAS INTERRUPTED AS THE FORCES OF THE NIHILIST ORDER--NO DOUBT LURED BY THE PRESENCE OF THE MEDIA--AGAIN ATTACKED.

"AND, ONCE MORE, A SUDDENLY-APPEARING NOMAD RACED TO THE CAPTAIN'S RESCUE.

"BUT WITHOUT SO MUCH AS A NOD OF APPRECIATION, THE AVENGER HURRIED OFF TO *GALACTIC STUDIOS* WHERE HE TOOK PART IN A PRESS CONFERENCE PROMOTING A NEW MOTION PICTURE BASED ON *HIS OWN EXPLOITS!*

CAPTAIN AMERICA

ION PICTUR

GALACTIC

"NEXT CAME A MOMENT OF TERRIBLE TRUTH, AS THE SAVED CONFRONTED HIS SAVIOUR--AND THE FEW HASTILY-MUMBLED WORDS OF THANKS FAILED TO CONCEAL THE RESENTMENT IN CAPTAIN AMERICA'S VOICE--THE ENVY BURNING IN HIS EYES."

WHICH MAKES THIS REPORTER WONDER ABOUT THE VAUNTED DECENCY OF THIS SELF-PROCLAIMED SYMBOL OF OUR NATION.

AND I ASK YOU, FRIENDS: CAN A MAN WHO SO SEDULOUSLY SEEKS TO GLORIFY HIS OWN PUBLIC IMAGE-- WHO APPARENTLY DOESN'T KNOW THE MEANING OF THE WORD *GRATITUDE--*

--POSSIBLY BE WORTH HONORING WITH THE TITLE--

--HERO...

KLIK

BALONEY!

THAT'S NOT THE WAY IT HAPPENED AT ALL!

THAT CREEP BRYNNER'S BUILT A CAREER ON CHEAP, EXPLOITIVE REPORTING -- AND HE DOESN'T APPEAR TO BE STOPPING NOW!

STOP WORRYING ABOUT BRYNNER AND ***START*** WORRYING ABOUT OUR FLICK, UNCLE LEONARD.

IF CAPPO HERE DOESN'T DEVELOP A BIT OF NOMAD'S PANACHE, THIS WHOLE MULTI-MILLION DOLLAR WING-DING OF OURS MAY GO STRAIGHT IN THE DUMPER.

CAPTAIN AMERICA

FIRST OF ALL, WALLY, ON THIS LOT I AM ***MR. SPELLMAN***, PRODUCER OF THE CAPTAIN AMERICA MOVIE... ***AND*** YOUR BOSS!

SECOND OF ALL -- ***SHUT UP!***

MUCH AS I HATE TO ADMIT IT, WALLY'S RIGHT. WILL BRYNNER'S PENCHANT FOR DISTORTION ISN'T THE PROBLEM -- BUT NEITHER IS SPELLMAN'S SILLY MOVIE!

THE GENT I'M CONCERNED ABOUT IS NOMAD -- A HERO WHO SIMPLY ***SHOULD NOT EXIST!***

"THE MEMORIES OF NOMAD ARE STILL PAINFUL; MEMORIES OF THE TIME I GREW SO DISENCHANTED WITH THE DIRECTION THIS COUNTRY WAS MOVING IN --

"--THAT I GAVE UP MY COSTUME -- MY BELIEFS -- AND ASSUMED A ***NEW*** IDENTITY.

"I BECAME NOMAD -- THE MAN ***WITH-OUT*** A COUNTRY.

"THE DRASTIC OUTER CHANGE HELPED RESOLVE MY INNER CRISIS -- AND I SOON RETURNED TO DUTY AS CAPTAIN AMERICA.

"AND THAT SHOULD HAVE BEEN THE END OF MY ALTER-EGO. BUT IT WASN'T."

WHEN I DISCOVERED THAT SOMEONE CLAIMING TO ***BE*** NOMAD WAS AT WORK OUT HERE -- I DECIDED TO ACCEPT GALACTIC'S OFFER TO TAKE PART IN THE CAP MOVIE FESTIVITIES --

--HOPING THAT MY HIGH VISIBIL-ITY WOULD DRAW THE IMPOSTER TO ME. AND IT LOOKS LIKE MY PLAN WORKED. BUT I WONDER WHERE THE NIHILIST ORDER FI --

CAPTAIN AMERICA

SORRY TO INTRUDE ON YOUR REVERIE, CAP -- BUT I'VE GOT TO TALK TO YOU.

I KNOW HOW UNCOMFORTABLE YOU ARE WITH ALL THIS HOLLYWOOD HOOPLA--AND THAT YOU PROBABLY THINK I'M SOME SUN-TANNED SLEAZER OUT FOR A QUICK BUCK...

CAPTAIN AMERICA

THAT'S WHY I WANT TO SHOW YOU THIS SCRAPBOOK.

CAPTAIN AMERICA & BUCKY SMASH SPY RING!

AP & BUCKY HONORED BY PRES. ROOSEVELT!!

Y'SEE, CAP--I'VE WANTED TO DO THIS PROJECT FOR YEARS. YOU'RE... SPECIAL TO ME.

INVADERS ROUTE NAZI FORCES IN FRANCE!

CAPTAIN AMERICA IS MORE THAN A MAN--YOU'RE THE ONE CONSTANT THAT THE AMERICAN PEOPLE CAN HOLD ON TO--A LIVING REMINDER OF A TIME WHEN WE TOOK *PRIDE* IN OURSELVES.

CAPTAIN AMERICA SAVES CAMPUS PROTESTERS FROM ANGRY MOB

RICA & FALCON STAGE BENEFIT FOR HARLEM YOUTH

EVEN WHEN THINGS GOT ROUGH--IN THE 60's WHEN WE WERE COMING APART AT THE SEAMS--IN THE 70's WHEN WE LOST FAITH IN OUR LEADERS--

--YOU WERE THERE TO SAY "LOOK, *LOOK* WHAT WE CAN BE."

DAILY BUGLE

CAPTAIN AMERICA VOWS TO SMASH NATIONALIST FRONT

NOW AS WE STRUGGLE TO *REGAIN* SOME OF OUR PRIDE, WE NEED YOU MORE THAN EVER. WE--

SPELLMAN'S VOICE TRAILS OFF, CHOKING; HE FIGHTS BACK AN INSISTENT TEAR. AND THEN...

UH... MAYBE I'D BETTER START AT THE BEGINNING.

"IT WAS 1943. I WAS A WIDE-EYED KID OF EIGHTEEN CAUGHT IN THE MIDDLE OF A WAR THAT SCARED THE DEVIL OUT OF ME.

"IF THAT WASN'T BAD ENOUGH, ONE DISMAL DAY MY UNIT WAS CAUGHT BEHIND ENEMY LINES--

"--FACE TO FACE WITH... *THE RED SKULL!*

"THAT NAZI FIEND WAS TESTING OUT SOME NEW DEATH RAY... AND *WE* WERE THE GUINEA PIGS.

"SOME OF US WERE LUCKY ENOUGH TO SURVIVE THE FIRST BARRAGE--

"--BUT MY BEST BUDDY *WASN'T.*

"BY THE TIME I'D CRAWLED TO HIS SIDE, JEFFY'S HEAD HAD A HOLE IN IT THE SIZE OF A FIST.

"SOMETHING IN ME... SNAPPED THEN. I JUST SAT THERE, JEFFY'S BLOOD ON MY HANDS ...AND I THINK I WOULD HAVE STAYED THERE FOREVER.

"THEN I HEARD THE CHEERS...

"--AND I SAW YOU--

"--ROARING THROUGH THE MUD ON A MOTORCYCLE -- SHIELD HELD HIGH...

"I SAW THE GLEAM IN YOUR EYES -- THE DETERMINATION AND PRIDE IN YOUR EVERY MOVEMENT--

"--AND WHEN YOU LITERALLY *LEAPED* INTO ACTION, BEATING THE SKULL BACK--

"--I FELT AS IF EVERYTHING THE U.S.A. HAD EVER MEANT TO ME WAS GIVEN FLESH.

"YOU WERE A VISION OF *HOPE* TO ME, CAP. YOU DIDN'T JUST SAVE MY BUTT THAT DAY--

"--YOU SAVED MY *SPIRIT.*"

SO DON'T LET THE FICKLE CROWDS GET YOU DOWN -- AND DON'T LET GLORY HOUNDS LIKE NOMAD DISSUADE YOU.

THE MUNDANE ADVENTURERS COME AND GO, BUT THERE WILL ALWAYS BE -- THERE *MUST* ALWAYS BE -- A *CAPTAIN AMERICA.*

HERE'S TO YOU, CAP!

NO, MR. SPELLMAN -- NOT TO ME. TO YOU AND JEFFY -- AND ALL THE BRAVE BOYS WHO SELFLESSLY GAVE OF THEMSELVES -- SO THAT THIS NATION COULD REMAIN FREE.

SHEESH! IF WE PUT THIS KINDA SUGARY STUFF IN THE MOVIE --

--WE'RE GONNA START A DIABETES EPIDEMIC FROM COAST-TO-COAST!

BUT WALLY LOMBEGO'S LESS-THAN-TRENCHANT WIT IS IGNORED AS THE TWO MEN CLINK GLASSES, SMILE ... AND *UNDERSTAND.*

ELSEWHERE:

DEMOCRACY PICTURES FOLDED IN 1954 -- AND THE OLD STUDIO HAS BEEN SITTING EMPTY, A GHOST-HAUNTED RELIC, EVER SINCE.

THEY CRANKED OUT HUNDREDS OF SATURDAY AFTERNOON SERIALS HERE DURING WORLD WAR II, THE MOST POPULAR OF WHICH WAS CALLED: *"THE ADVENTURES OF CAPTAIN AMERICA."*

DEMOCRACY

THERE IS A CERTAIN IRONY IN THAT...

...WHEN YOU CONSIDER WHO IS SECRETED BEHIND THESE WALLS *TODAY...*

YOU ARE LUCKY THAT BRYNNER IS A GLIB MASTER OF MEDIA MANIPULATION, NOMAD. HE HAS MANAGED TO COVER-UP YOUR INEPT PERFORMANCE QUITE ADEQUATELY.

BUT, *TEACHER,* I TRIED -- I REALLY TRIED!

AT THE AIRPORT, I DID EVERYTHING I COULD TO MAKE THE SHIELD-SLINGER LOOK BAD -- TO SCREW UP HIS ACT -- BUT, INSTEAD, *HE* MADE A MONKEY OUT OF *ME!*

WHEN I SHOWED UP AT THE GALACTIC PRESS CONFERENCE I THOUGHT I'D GET HIM FOR SURE -- USING AN ELECTRO-MAGNET TO KNOCK HIS SHIELD OFF COURSE -- KICKING THAT TABLE UNDER HIM --

-- BUT THE GUY IS UNBELIEVABLE! HE CAN'T BE STOPPED!

AGAIN YOU MOUTH SULLEN WORDS OF DEFEAT, NOMAD! I WARNED YOU AGAINST THAT!

Y-YEAH, BUT --

THERE ARE NO "BUTS" IN THE NIHILIST ORDER, FOOL! THERE IS ONLY TEACHER AND WHAT HE WANTS!

NOW GET TO THE GYMNASIUM! WORK! PRACTICE! THERE IS MUCH TO BE DONE!

Y-YES, TEACHER. O-OF COURSE.

AND, SHORTLY, IN A MAKESHIFT GYM BUILT ON AN EMPTY SOUNDSTAGE...

GEEZ! THE GUFF I TAKE FROM THAT GUY! BUT I GUESS IT'S WORTH IT. AFTER ALL, WHO WAS I BEFORE I JOINED UP WITH N.O. --

-- JUST **EDDIE FERBEL**, DOWN-ON-HIS-LUCK STUNTMAN -- A LOSER ON A FAST TRAIN TO NOWHERE!

I ALWAYS WANTED TO MAKE IT BIG -- BECOME A BRONSON OR EASTWOOD -- PLAY HAN SOLO OR CAPTAIN KIRK -- BUT NO ONE EVER GAVE ME A CHANCE UNTIL NOW!

BUT NOW I CAN PLAY THE HERO'S ROLE TO THE HILT -- EVEN MAKE A MORON OUT OF A BIG SHOT LIKE CAPTAIN AMERICA!

I ONLY HOPE THAT I DON'T BLOW MY ONE CHANCE AT THE BRASS RING --

--AGAIN.

NO-- I CAN'T EVEN LET MYSELF THINK THAT WAY!

I'M GONNA MAKE IT-- AND MAKE IT TO THE TOP OF THE LADDER--

--OR *DIE* TRYING!

...THIS ONE IS DIFFERENT FROM THE REST OF US, TEACHER -- HE HAS SPIRIT -- HUMOR.

IT IS REQUIRED FOR THE ROLE, DEKKER. THE MASSES EAT UP THE SCHOOLBOY NAIVETÉ HE EXUDES.

BUT DO NOT WORRY, MY PRIZE PUPIL -- I DID NOT SAVE YOUR SOUL, REBUILD THE BROKEN MAN I FOUND IN NEW-FOUNDLAND,* FOR NOTHING.

YOU ARE MY GRANDEST CREATION.

*AS REVEALED LAST ISSUE.--J.S.

AND, JUST AS THAT VILE MISCREANT CAPTAIN AMERICA TRAPPED YOU IN A GROTESQUE ANDROID FRAME--

--SO SHALL WE USE NOMAD TO TRAP CAPTAIN AMERICA!

AND, ONCE WE ARE DONE WITH OUR MUSCLE-BOUND PUPPET--

--HE WILL BE *DISCARDED...!*

DAYS PASS, AND THE STAR-SPANGLED AVENGER CONTINUES HIS PROGRAM OF HIGH VISIBILITY, AS THE PRE-PUBLICITY ON **CAPTAIN AMERICA -- THE MOTION PICTURE** ROLLS ON...

...ENCOMPASSING EVERYTHING FROM TENSE TALK SHOW APPEARANCES...

CAPTAIN AMERICA

...TO EQUALLY-UNCOMFORTABLE HOB-NOBBING WITH FAWNING ROCK STARS.

BUT, EVEN IN TANDEM WITH NIGHTLY PATROLS OF LOS ANGELES, CAP ENCOUNTERS NEITHER HIDE NOR HAIR OF NOMAD **OR** THE NIHILIST ORDER.

THE SAME CANNOT BE SAID FOR WILL BRYNNER, WHO IS CONVENIENTLY ON HAND ALMOST EVERY TIME THE SPECIOUS SUPER HERO AND HIS SLOGAN-SHOUTING "ENEMIES" CLASH.

THEN, COME SATURDAY NIGHT...

...DON'T WORRY ABOUT IT, CAPPO -- ALL YOU'VE GOT TO DO IS GO OUT THERE AND MAKE A SCHMALTZY SPEECH ABOUT MOM AND APPLE PIE. YOU'RE **GREAT** AT THAT!

ALTHOUGH YOU'LL HAVE A HARD TIME TOPPING BENNY BERNHART -- HE'S A CLASS ACT!

--SO I SAID, THAT WAS NO WEASEL -- THAT WAS MY MOTHER-IN-LAW!

LAUGH IT UP, LADIES AND GERMS -- THIS IS MY BEST STUFF!

THERE IS NO BEST -- THERE IS NO WORST -- THERE IS ONLY THE MEANINGLESS VOID OF EXISTENCE!

H-H-HEY, FELLAS -- THIS IS A BENEFIT SHOW, Y'KNOW?, HELP THE NEEDY AND ALL THAT!

THEN, FOR THE BENEFIT OF THE NIHILIST ORDER WE WILL ANNIHILATE EVERY MAN WOMAN AND CHILD IN THIS THEATER!

OUR LIVES MEAN NOTHING! ALL THAT MATTERS IS THE FIERY TRUTH OF NO-TRUTH! THE BEAUTY AND EQUALITY FOUND IN DESTRUCTION!

THAT IS ONE *DEMENTED* YOUNG MAN!

AND MAYBE I'LL TAKE THE TIME TO WONDER JUST HOW HE *GOT* SO DEMENTED--

--AFTER I'VE GRABBED HOLD OF HIS--

--BOMB...?!

NOT TO WORRY, CAPTAIN--*NOMAD* IS HERE!

OH, NO! IT'S NOMAD!

HE CERTAINLY IS! AND I'D SWEAR THAT BOMB WAS DRAWN INTO HIS PALM MAGNETICALLY! I COULD FEEL THE TUG!

WE COULD HANDLE THE *OTHER* ONE-- BUT NOT HIM!

NOT HIM!

THESE MANIACS MAY BE GOOD TERRORISTS -- BUT THEY'RE ATROCIOUS ACTORS! IF THAT'S GENUINE FEAR-- *I'M* JOHN GARFIELD!

AND IF IT'S *NOT*--

--THEN NOMAD'S PLAN HAS BECOME PAINFULLY CLEAR!

ALL THE MORE REASON TO MOP THESE GOONS UP FAST -- PUMP THEIR SICK LITTLE MINDS FOR INFORMATION!

WHOOPS! WATCH THAT FOOT, MISS -- I COULD HAVE STEPPED ON YOU!

NO, IDIOT -- YOU WATCH *YOURSELF!* BECAUSE OUR GREAT *TEACHER* HAS DECIDED--

--THAT YOU MUST HAVE A MOST IGNOMINIOUS *FALL!*

WHAT THE DEVIL -- ?!

AND, NO SOONER DOES THE BEFUDDLED HERO LEAP TO HIS FEET, THAN...

DON'T BE CONCERNED ABOUT THE ONES THAT GOT AWAY, CAPTAIN -- I'LL ROUND THEM UP FOR YOU LATER!

NOW, WHAT WERE YOU SAYING, MR. HUNKLEY?

THE PEOPLE IN OUR LIVE-AT-SIX VIEWING AUDIENCE ARE MOST CURIOUS ABOUT--

IT APPEARS THAT MORE GENTLEMEN OF THE PRESS ARE FOLLOWING WILL BRYNNER'S LEAD -- PLAYING NOMAD UP FOR ALL HE'S WORTH!

AND PLAYING *ME* FOR A FIRST-CLASS FOOL!

HEY, CAPPO--I THINK YOU'VE GOT *BIIIIIG* TROUBLE!

I SAW THE LADY SITTING IN THIS SEAT DELIBERATELY TRIP YOU UP!

CAPTAIN AMERICA

NEEDLESS TO SAY, SHE'S LONG GONE NOW!

GEE, CAPPO--I HAVEN'T EXACTLY BEEN YOUR BIGGEST BOOSTER THIS PAST WEEK--BUT I GET THE FEELING THAT SOMEONE'S TRYING VERY HARD TO MAKE YOU LOOK LIKE A JERK-AND-A-HALF!

FOR ONCE WE'RE IN TOTAL AGREEMENT, WALLY. BUT--BELIEVE ME--THEY'RE NOT GETTING AWAY WITH IT--

--NEXT TIME.

BUT CAP'S HUNGER FOR PERSONAL JUSTICE WILL HAVE TO WAIT, SINCE "NEXT TIME" ISN'T SCHEDULED TO GET UNDERWAY UNTIL...

...THREE DAYS LATER...

MY BROTHERS AND SISTERS OF THE NIHILIST ORDER--THE CULMINATION OF OUR WORK--THE FINAL DISGRACE OF CAPTAIN AMERICA--IS AT HAND!

WELL SAID, MY PUPIL!

YOU HAVE ALL BEEN BRIEFED--YOU KNOW WHAT WE MUST DO. REMEMBER: YOUR OWN LIVES MEAN NOTHING--ONLY *THE CAUSE* IS IMPORTANT.

GO NOW--AND KEEP YOUR BELOVED TEACHER ALWAYS IN THE FOREFRONT OF YOUR THOUGHTS.

AND WHAT'S TROUBLING *YOU*, FERBEL? YOUR MOMENT OF GREATEST GLORY IS FAST APPROACHING--AND YOU SIT THERE MOPING!

YOU SAID IT, DEKKER.

ONCE THIS SCENARIO IS FINISHED, I WON'T *BE* NOMAD ANYMORE--I'LL BE BACK TO SQUARE ONE: A ZERO--

--A NOWHERE BUM--

MY LITTLE FRIEND--I ASSURE YOU THAT BEING A "NOWHERE BUM" IS *NOT* WHAT TEACHER AND I HAVE IN MIND FOR YOU!

NOW COME--THIS TIME I PLAY AN IMPORTANT PART IN OUR DRAMA... FOR--AT LAST--TEACHER SAYS I AM READY TO LEAD!

THEN LEAD ON, PAL.

YES, INDEED, DEKKER... LEAD ON.

AND, WHILE CLOUDS OF DARK EMOTIONS ROIL BEHIND TEACHER'S SHADOWED EYES...

... A HUNDRED THOUSAND PEOPLE GATHER ON THE STREETS OF DOWNTOWN LOS ANGELES FOR...

THE CAPTAIN AMERICA DAY PARADE?! SPELLMAN-- DON'T YOU THINK YOU'VE GONE A BIT TOO FAR THIS TIME?

DON'T BLAME THIS ONE ON ME, CAP-- IT WAS THE FRONT OFFICE'S IDEA! GALACTIC WAS BOUGHT UP BY SOME NEW YORK FINANCIER LAST YEAR--Y'KNOW BUSINESSMAN WANTS TO MEET MOVIE STARS?--

-- AND HE'S NOT EXACTLY A MASTER OF GOOD TASTE--IF YOU GET MY DRIFT.

I GET IT. BUT... UH... DO YOU THINK WE COULD AT *LEAST* SHOOT DOWN THAT BLIMP? IT'S...EMBARRASSING.

"LOOK, CAP--WHY DON'T YOU JUST RELAX AND ENJOY YOURSELF. IT'LL ALL BE OVER IN A COUPLE OF HOURS!"

YO, CAP-- KEEP UP THE GOOD WORK!

YOU'RE THE GREATEST!

DADDY-- IT'S *HIM!* IT'S REALLY CAPTAIN AMERICA!

THE LIVING LEGEND SHRUGS, SMILES, AND HOPS ABOARD THE WAITING FLOAT. THEN, AS A HIGH SCHOOL BRASS BAND STRIKES UP "AMERICA THE BEAUTIFUL..."

...THE CROWD GOES WILD!

THE MOTIVES BEHIND THIS CELEBRATION MAY NOT BE THE PUREST-- BUT THE PEOPLE WHO CAME *OUT* FOR IT HONESTLY *CARE* ABOUT CAPTAIN AMERICA!

WHICH IS WHY THIS OLD WAR-HORSE IS GOING TO GRIN AND GIVE THE FOLKS THEIR MONEY'S WORTH.

ANYWAY-- AS SPELLMAN SAID--

--IT'LL ALL BE OVER BEFORE I KNOW IT!

THERE! *THERE!* AFTER SO MANY MONTHS-- I FINALLY HAVE MY HATED ENEMY IN SIGHT--

--AND I WILL NOT ALLOW HIM TO GET AWAY!

THERE IS THE ROAR OF LASER FIRE..

...FOLLOWED BY STRIDENT SHRIEKS OF TERROR...

... AND A SINGLE, STEADY SHOUT OF CONCERN...

ALL YOU PEOPLE-- MOVE AWAY FROM HERE! IT'S *ME* THEY WANT!

AND IT'S ME THEY'RE GOING TO *GET!*

YOU MEN-- DON'T JUST STAND THERE LIKE SITTING DUCKS--

-- LET GO OF THOSE ROPES--

--AND GIVE ME ROOM!

THE UPWARD LEAP IS BREATHTAKING, LETTER PERFECT...

...AS IS THE MANNER IN WHICH THE SHIELD-SLINGER SWINGS FROM TETHER TO TETHER WHILE THE BALLOON RISES...

...CARRYING HIM STRAIGHT TO THE HEART OF THE MATTER!

IN CASE YOU IDIOTS HADN'T NOTICED-- THERE ARE *CHIL-DREN* DOWN THERE--

--KIDS WHO COULDN'T TELL A *NIHILIST* FROM A *PODIATRIST!*

I KNOW HUMAN LIFE MEANS LITTLE TO YOU--

BASH!

-- BUT DOESN'T INNOCENCE COUNT FOR *SOMETHING?!*

I DIDN'T THINK YOU'D HAVE AN ANS--

WHAT IN BLAZES--?!

LYLE DEKKER?!

LYLE DEKKER DIED WHEN YOU TRAPPED HIM IN THIS INHUMAN FORM, CAPTAIN--

--IT IS THE *AMERI-DROID* WHO STANDS BEFORE YOU NOW!

YOU'RE TALKING NONSENSE, DEKKER-- AND I DON'T HAVE THE TIME, OR THE PATIENCE, TO TRY AND MAKE SENSE OUT OF IT!

YOU'VE GOT PLENTY OF TIME, GOOD CAPTAIN, BECAUSE--

--HERE I COME TO SAVE THE DAY--

SPA-TANG!

SPARE THE HISTRIONICS, FERBEL-- THE NEWSMEN CAN'T HEAR YOU FROM HERE!

WE JUST HAVE TO MAKE SURE THEY GET THE PRETTY PICTURES!

--IN OTHER WORDS, I'M PULLING YOUR AGING FAT OUT OF THE FIRE AGAIN!

DEKKER, ARE YOU CRAZY-- DO YOU WANT TO BLOW MY COVER?!

YOU'RE SUPPOSED TO BE SPRAYING THE CAPTAIN WITH THAT INVISIBLE PARALYSIS GAS-- SO THAT IT'LL LOOK LIKE HE FROZE UP WHILE I SINGLEHANDEDLY STOPPED THIS ASSAULT!

OH-- I'M USING THE GAS, ALL RIGHT-- MY LITTLE FRIEND!

HSSSSS

BUT DON'T YOU THINK THIS... SCENARIO, AS YOU CALLED IT-- WILL BE ALL THE MORE EFFECTIVE IF OUR FOE STANDS IDLY BY WHILE LOS ANGELES' MOST BELOVED HERO--

--IS CALLOUSLY--

HEY! WHAT'RE YOU--?!

--MURDERED?!

WHUP! WHUP! WHUP!

HA-HA HA HA-HA HA!

AND NOW THAT FERBEL HAS PLAYED HIS PART TO ITS CONCLUSION--WE MAY END THIS ACT OF OUR DRAMA--

--AND MOVE ON TO THE GRAND FINALE!

WELL, LOS ANGELES--YOU SAW IT ALL LIVE!

CAPTAIN AMERICA TAKEN PRISONER BY THE NIHILIST ORDER--TRAPPED BY SOME GIANT DOPPLEGANGER OF HIMSELF!

AND YET--AFTER THE DISPLAY OF ARRANT COWARDICE--AND PERHAPS SOMETHING EVEN *WORSE*--THAT WE SAW DISPLAYED HERE TODAY--

--IT IS HARDER TO CARE ABOUT *HIS* FATE--THAN IT IS TO MOURN THE PASSING OF.. *NOMAD.*

EXCELLENT, BRYNNER--YOU HAVE EARNED YOUR PAY FOR THE WEEK.

YOU'LL PARDON ME, THOUGH IF I DON'T LISTEN TO THE REMAINDER OF YOUR TIRADE--

--FOR I HAVE OTHER MATTERS THAT MUST NOW CONCERN ME.

KLIK

TEACHER TO PUPIL... COME IN, DEKKER.

YES, TEACHER.

YOU ARE NO DOUBT BEING TRACKED. FOLLOW ESCAPE PLAN SIX.

EXCELLENT.

ESCAPE PLAN SIX UNDERWAY, TEACHER.

I HAVE DIS-EMBARKED WITH THE... CARGO.

BZZZZZ

THEN WE MAY PROCEED!

VA-VA

BOOM

THERE IS AN OCEAN OF BLACKNESS; A CHILL OF THE GRAVE.

AND THEN THE BLACKNESS IS BROKEN BY A LIGHT, DISTANT AT FIRST, THEN GROWING BRIGHTER, WARMER.

WITH THE LIGHT COMES AWARENESS; A FRAGMENTED SENSE OF SELF.

THEN, AT LAST...

...CAPTAIN AMERICA OPENS HIS EYES...

I WOULD NOT TRY TO MOVE, CAPTAIN-- YOUR LIMBS ARE STILL STIFF FROM THE GAS--YOUR THOUGHT PROCESSES ARE DULLED--YOUR STOMACH QUEASY.

THE MEDICAL REPORT'S NOT NECESSARY, DEKKER.

WHAT'S GOING ON HERE? WHO'S THAT WITH YOU?

WHO I AM IS UNIMPORTANT AT THE MOMENT, CAPTAIN. PERHAPS YOU SHOULD PAY MORE ATTENTION TO YOUR SURROUNDINGS.

THEY SHOULD BE FAMILIAR TO YOU.

OR DON'T YOU REMEMBER ***DEMOCRACY STUDIOS*** WHERE--IN 1944--YOU STOPPED PUPIL'S ATTEMPT TO SABOTAGE ***ANOTHER*** CAPTAIN AMERICA FILM ?*

* AS RECOUNTED IN **CAP** #219. --**SALICRUP**

AND WHERE, TODAY, WE SHALL RECORD OUR *OWN* MOTION PICTURE: "*THE PATHETIC DEATH OF CAPTAIN AMERICA!*"

DEKKER-- THIS IS INSANE!

WHEN WE LAST MET, WE BURIED OUR DIFFERENCES! YOU'D BESTED YOUR INNER DEMONS-- GONE OFF TO BE ALONE--

--TO THINK-- TO FIND PEACE.

YOUR LIES ARE FEEBLE, CAPTAIN, ONLY TEACHER SPEAKS TRUTH.!

TO BEST ONE'S INNER DEMONS AND FIND PEACE IS ONLY POSSIBLE THROUGH DESTRUCTION. IN MY CASE-- *YOUR* DESTRUCTION IS THE KEY-- FOR IT IS IS YOU WHO MADE ME THIS MONSTROUS THING.

WHEN YOU ARE DEAD, I WILL AT LAST COME TO GRIPS WITH MYSELF-- I WILL AT LAST BE FREE.

TEACHER HAS SHOWN ME THAT.

BLAST IT, DEKKER-- CAN'T YOU SEE THAT THIS TEACHER HAS TOYED WITH YOUR MEMORIES? USE YOUR HEAD, MAN-- THINK!

I DIDN'T PUT YOU IN THAT ANDROID BODY-- YOU DID IT YOURSELF! YOU WANTED THE *POWER!*

BUT WHEN THE TRANSFERAL WAS OVER-- YOU SAW HOW FOOLISH IT WAS! YOU WOKE UP, DEKKER-- TRANSCENDED YOUR POWERLUST!

NO... YOU LIE... YOU LIE... YOU...

YES! AT LAST-- I *REMEMBER!*

I WAS FREE OF MY MONOMANIA! *FREE!*

BUT SOMEBODY CHANGED ME! SOMEBODY--

YOU!!

YOU DID THIS TO ME! STRIPPED AWAY ALL I'D BECOME--MADE ME ONE OF THE MAD AGAIN!

OF--

ARGH!

ZAKKT!

--COURSE!

NOW-- BE QUIET, WILL YOU. YOUR HARANGUE IS MOST TIRESOME!

UNCONSCIOUS, LYLE DEKKER'S TOWERING FRAME COLLAPSES, ROCKING THE CONTROL BOOTH...

...AND--INSTANTS LATER--HE JOINS HIS STAR-SPANGLED ADVERSARY ON THE SOUNDSTAGE FLOOR...

YOU ARE CONFUSED, CAPTAIN?

DON'T BE.

ALTHOUGH DEKKER ESCAPED ME WHEN HIS SABOTAGE ATTEMPT FAILED--I'VE KNOWN HIS WHEREABOUTS AT ALL TIMES--WAITING FOR THE PROPER MOMENT TO METE OUT A FITTING PUNISHMENT.

WHEN I HEARD THAT THEY WERE ATTEMPTING ANOTHER VERDAMMT FILM OF YOUR LIFE--I COULD NOT RESIST PULLING DEKKER INTO MY PLOT AGAIN... BUT *THIS* TIME CONTROLLING HIM COMPLETELY, SO THAT HE COULD NOT REPEAT HIS FAILURE.

IT HAS BEEN A GRAND GAME ASSUMING THE ROLE OF *TEACHER*--ALTERING MY BEARING, MY VERY *VOICE*, TO BE CONVINCING.

I ENJOYED BENDING DEKKER'S WILL--FILLING EMPTY HEADS WITH NIHILIST NONSENSE--TURNING THAT MISCREANT FERBEL INTO A WARPED IMAGE OF YOU IN ORDER TO BRING ABOUT YOUR HUMILIATION!

--BUT THE TIME TO SHED SECOND SKINS HAS COME--

-- THE HOUR OF REVELATION IS HERE--

--THE TRIUMPHANT HOUR OF--

--THE RED SKULL!

WHY DIDN'T I SEE IT?

WHY?!

DON'T BE TOO SURE CAP'S SEEING CLEARLY JUST **YET,** MARVELITE--BECAUSE NEXT MONTH WE'VE GOT SO MANY TWISTS AND TURNS ON TAP YOUR HEAD'S GONNA SPIN! SO BE HERE FOR...

"THE LAST MOVIE!"

AND DON'T SAY WE DIDN'T WARN YOU!

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CAPTAIN AMERICA®

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AT MY COMMAND, THE AMERIDROID SHALL FINALLY DESTROY CAPTAIN AMERICA!

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1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

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WELCOME, CAPTAIN AMERICA-- WELCOME!
THE CAMERAS ARE ROLLING -- THE MOOD IS SET--
--AND THE RED SKULL IS READY TO BEGIN FILMING--
--THE LAST MOVIE!

THE SCENE IS A DUSTY SOUNDSTAGE ON THE LONG-ABANDONED DEMOCRACY PICTURES LOT. AS FOR WHAT'S GOING ON...

...WELL--JUST LISTEN...

I SHOULD HAVE KNOWN IT WAS YOU, SKULL!

BLAST IT-- I SHOULD HAVE KNOWN!

TRUE, SCHWEIN -- FOR WHO ELSE COULD HAVE CONSTRUCTED SO BRILLIANT A SCHEME?

IT CAME TO ME IN A FLASH--

--WHEN I FIRST HEARD THAT THOSE VERDAMMT FOOLS AT GALACTIC STUDIOS WERE MAKING A FILM OF YOUR DESPICABLE LIFE!

"SO I LURED YOU TO CALIFORNIA BY MOLDING A USELESS STUNT MAN INTO THE HERO CALLED ...NOMAD.

"I KNEW YOU COULD NOT RESIST INVESTIGATING HIM--

"--SINCE-- SEVERAL YEARS AGO -- YOU WERE NOMAD!

"YOUR PATHS CROSSED ALMOST IMMEDIATELY--

"--AS YOU WERE DRAWN INTO BATTLE AGAINST THE NIHILIST ORDER -- A GROUP I HAD ORGANIZED AS THE HOODED TERRORIST CALLED TEACHER!

"THROUGH CERTAIN PAWNS IN THE MEDIA, I SET OUT TO MAKE YOU APPEAR A GLORY-HUNGRY FOOL BESIDE THE "NOBLE" NOMAD!

"PROGRESS WAS SLOW -- FOR YOU CONSISTENTLY FOILED NOMAD'S ATTEMPTS TO UPSTAGE YOU.

"BUT VICTORY CAME, AT LONG LAST--

"--WHEN MY N.O. OPERATIVES MURDERED NOMAD--

"--WHILE YOU STOOD BY, UNMOVING-- SEEMINGLY APPROVING -- A VICTIM OF AN INVISIBLE PARALYSIS GAS! *"

NOW, WITH YOUR VAUNTED REPUTATION FINALLY DESTROYED -- I CAN KILL YOU WITH A CLEAR CONSCIENCE -- FILM YOUR WRETCHED DEATH FOR ALL TO SEE--

--AND SPIT ON YOUR GRAVE!

*SEE WHAT YOU MISSED IF YOU DIDN'T READ OUR LAST TWO ISSUES? -- J.S.

FIRST OF ALL, MANIAC -- THE *COMMITTEE TO REGAIN AMERICA'S PRINCIPLES* TRIED A SIMILAR SLUR CAMPAIGN A WHILE BACK*... AND THEY BLEW IT! JUST LIKE *YOU'RE* GOING TO BLOW IT!

SECOND OF ALL -- WHY DID YOU HAVE TO DRAG *LYLE DEKKER* IN-TO THIS?

ISN'T IT BAD ENOUGH HE'S TRAPPED FOREVER IN THIS GRO-TESQUE ANDROID BODY -- CURSED TO LIVE OUT HIS DAYS AS THE *AMERIDROID*?

*THE CLASSIC *CAPTAIN AMERICA* #'S 169-175.--J.S.

"WHEN WE LAST MET, DEKKER HAD OVERCOME HIS TWISTED DESIRES FOR WORLD DOMINATION--

"--SEEKING ONLY TO DOMINATE THE LOWER INSTINCTS IN HIMSELF!

"HE'D FOUND A SEMBLANCE OF PEACE, AT LAST."

*ISSUE #221 --SALICRUP.

ALL THE MORE REASON TO DESTROY HIM, CAPTAIN!

CAN'T YOU SEE THE IRONIES?

IT WAS DEKKER'S FAILURE TO SABOTAGE *ANOTHER* CAPTAIN AMERICA FILM -- SOME FORTY YEARS AGO*-- THAT FIRST INCURRED MY WRATH!

HOW COULD I RESIST DRAWING HIM IN *AGAIN*-- RECONDITIONING HIS MIND -- FILLING IT WITH FALSE MEMORIES AND A BLINDING HATE FOR *YOU*?

I COULD NOT ALLOW SUCH A PIG TO FIND HAPPINESS IN HIS LIFE, COULD I?

*AS DETAILED IN ISSUE #219 --J.S.

SKULL--

--YOU'RE *FILTH!*

AND YOU ARE AS BLAND AND PREDICTABLE AS EVER!

BUT COME, WE WASTE PRECIOUS TIME IN TRADING INSULTS. THERE IS, AFTER ALL, A MOTION PICTURE TO BE FILMED.

AND THE CURTAIN GOES UP ON "THE PATHETIC DEATH OF CAPTAIN AMERICA"--

"-- RIGHT NOW!"

DEKKER-- HE'S MOVING! THEN THE SKULL'S RAY BLAST DIDN'T KILL HIM AS I'D THOUGHT!

MAYBE TOGETHER WE--

I SEE A GLEAM OF HOPE IN YOUR EYES, CAPTAIN--

KLIK

--YOU WOULD DO WELL TO LET IT FADE!

REMEMBER THAT DEKKER IS NOT A MAN-- BUT A MACHINE. AND MACHINES CAN BE CONTROLLED.

HE IS A PUPPET TO DO WITH AS I WISH!

"SO DANCE, DEAR PUPPET--

"--LAUGH--

"-- WAIL LIKE A TERRIFIED CHILD!

"AND MOST IMPORTANT OF ALL, MY GARGANTUAN MARIONETTE --

"--KILL!!!"

GETTING OUT OF THIS IS **NOT** GOING TO BE EASY--!

WHOOO

CAPTAIN...I AM... **SORRY.** I... REMEMBER... NOW...

WREKK

...REMEMBER... HOW WE... BURIED OUR... DIFFERENCES...

I WISH... I COULD THROW OFF... THE SKULL'S CONTROL...

BUT...

...I...

...CAN-NOT!

DON'T SAY THAT, DEKKER --YOU'VE GOT A WILL, MAN!

YOU'RE NO PUPPET ON A STRING!

USE THAT WILL--

--FIGHT!

YOU ARE NAIVE AND IGNORANT, MY ENEMY!

DEKKER IS ONE OF THE BORN SHEEP-- HE HAS BEEN TRAINED ALL HIS LIFE TO FOLLOW ORDERS--

--HE COULD NO MORE THROW OFF MY CONTROL THAN HE COULD STOP BREATHING!

HE IS... RIGHT, CAPTAIN. AND I...

WHOMP

...AM SORRY...

EVEN WITH THE LIVING LEGEND'S LIGHTNING-FAST REFLEXES, IT WAS INEVITABLE THAT **ONE** BLOW WOULD CONNECT...

...AND ONE BLOW FROM THAT MASSIVE ANDROID FIST...

...IS MORE THAN ENOUGH...

FREE?

YES!

ALL MEN HAVE THE RIGHT--

LISTEN TO ME, DEKKER -- YOUR FORM MAY BE SYNTHETIC--BUT YOUR SOUL IS STILL *HUMAN!*

YOU HAVE THE POWER WITHIN YOU TO THROW OFF THE SKULL'S SHACKLES...

--TO BE *FREE!*

CAP

--TO BE FREE!

YOU CANNOT TAKE THAT AWAY FROM ME, SKULL!

YOU CANNOT!

OF COURSE I CAN!

THIS -- FORCE FIELD -- WILL NOT KEEP ME FROM YOU -- MONSTER!

LYLE DEKKER WILL BE FREE!

OH, DEKKER, DEKKER, DEKKER.

WHAT *IS* THIS MAD OBSESSION WITH FREEDOM?

"FREEDOM CARRIES TOO MANY RESPONSIBILITIES --

"-- AND RESPONSIBILITIES MEAN RISK --"

--AND RISK COULD MEAN --

--DEATH!

DEKKER!

THE SHOUT IS PURE ANGUISH...

...UNTAINTED RAGE!

WITHOUT AN INSTANT'S HESITATION, CAPTAIN AMERICA SENDS HIS SHIELD SLICING THROUGH THE AIR.

HE WANTS THE SKULL'S HEAD--AND HE'LL GET IT.

BUT NOT...

SPROING

...IN QUITE THE WAY HE'D ASSUMED.

EISEL! DO YOU THINK I WOULD BE STUPID ENOUGH TO LEAVE MYSELF OPEN TO GROSS VIOLATION OF THE BODY?

THIS RED SKULL WAS AS MUCH A LIE AS *TEACHER* WAS!

IN FACT, *MANY* LIES HAVE BEEN SPUN THIS DAY!

DARE TO FIND ME, IF YOU SEEK THE TRUTH!

CAP'S REPLY IS SHORT...

SHLANG

...AND NOT AT ALL SWEET!

"SHORT--AND NOT AT ALL SWEET."

THOSE WORDS COULD ALSO BE APPLIED TO THE COSTUMED CAREER OF FAILED STUNT MAN EDDIE FERBEL. HE'D ALWAYS WANTED TO BE A BIGGER-THAN-LIFE HERO--AND THE RED SKULL GAVE HIM HIS CHANCE. HE MADE HIM THE NOMAD--CHAMPION OF THE OPPRESSED.

THEN--ONCE HE'D SERVED HIS PURPOSE--THE SKULL HAD HIM KILLED.

OF COURSE, THAT'S NOT THE WAY A CERTAIN MEMBER OF THE PRESS SEES IT...

WILL BRYNNER ON THE SCENE FOR KGBS ACTION NEWS--AS THE BLOODY LIFELESS BODY OF NOMAD IS HAULED AWAY INTO HISTORY.

HE GAVE HIS LIFE FOR THE PEOPLE OF LOS ANGELES--WHICH IS MORE THAN CAN BE SAID FOR ***CAPTAIN AMERICA*** -- WHO FAILED TO REACH OUT A HAND TO AID THE MAN WHO, TIME AND AGAIN--

--SAVED THE AVENGER'S SKI--***EH?!***

SHOW TIME'S OVER, BRYNNER.

LIEUTENANT CAL LUMMBO, L.A.P.D., YOU'RE UNDER ARREST FOR YOUR PART IN RECENT ACTIVITIES OF THE NIHILIST ORDER.

WHAT? WHY--THIS IS PREPOSTEROUS! I'M A ***NEWSMAN!*** YOU CAN'T JUS--

STOW IT, PAL! HALF A DOZEN N.O. GUYS TURNED 'EMSELVES IN TODAY AFTER THE PARADE AND SPILLED THEIR GUTS. WE KNOW HOW YOU HELPED USED NOMAD TO MAKE CAP LOOK BAD--

--AND WE GOT THE DOCUMENTS TO PROVE IT!

BLAST!

YOU HAVE THE RIGHT TO REMAIN SILENT, EVERYTHING YOU SAY CAN AND WILL BE HELD AGAINST YOU IN A COURT OF LAW...

AND, AS THE POLICE CAR SPEEDS OFF INTO THE SMOGGY AFTERNOON...

DID YOU ***HEAR*** THAT, JOE? THEY WERE SETTING CAP UP--NOMAD WAS NOTHING BUT A FATHEADED PHONY.

YOU BET I HEARD IT, BILLIE--AND WHEN I GET BACK TO ***THE TRIB***... THE WHOLE WORLD'S GONNA HEAR ABOUT IT!

SIMULTANEOUSLY, BACK AT THE DEMOCRACY LOT...

ISN'T THIS A LOVELY GAME, SCHWEIN?

I HAVEN'T PLAYED HIDE AND SEEK SINCE I WAS A SMALL CHILD. WE SO ***NEED*** THE RELAXATION OF GAMES TO KEEP OUR SANITY.

WHAT LITTLE SANITY YOU HAD WAS LOST DECADES AGO, MANIAC!

PERHAPS. PERHAPS. BUT, TELL ME, HOW SANE ARE ***YOU***-- TRAIPSING ABOUT IN THAT LUDICROUS COSTUME-- NEVER KNOWING WHAT HORRORS LURK JUST AROUND--

"-- THE NEXT CORNER...?"

TIME SEEMS TO GRIND TO A HALT AS THE MAN BEHIND THE MASK ASSESSES THE SITUATION, MEASURING THE POTENTIAL DANGERS, WEIGHING HIS OPTIONS.

AND THEN TIME RUSHES FORWARD, CARRYING THE WILD-EYED N.O. ASSASSINS WITH IT...

SPPONG

FOR AN INSTANT, IT APPEARS THAT THEY HAVE THE ADVANTAGE. TRIUMPHANT GRINS SPREAD FROM FACE TO FACE.

THEN GRINS GIVE WAY TO GAPES OF ASTONISHMENT.

ASTONISHMENT TO RAW TERROR.

THESE KILLERS HAD EXPECTED TO CONFRONT A MAN, A POWERFUL MAN, A MASTERFUL FIGHTER, BUT A ***MAN*** NONE-THE-LESS.

BUT THIS RED, WHITE, AND BLUE GARBED WHIRLWIND IS MUCH ***MORE*** THAN A MAN.

HE IS... ***CAPTAIN AMERICA!***

WELL, SKULL-- IF YOU'VE GOT ANY MORE SURPRISES LIKE THIS WAITING IN THE WINGS--

HE IS THE ***ULTIMATE*** FIGHTING MACHINE.

HE IS THE LIVING EMBODIMENT OF A NATION'S ***HIGHEST IDEALS.***

--SEND THEM ON!

HOLD THAT THOUGHT, AS WE SHIFT SCENES ONE LAST TIME...

...TO AN EXECUTIVE SUITE AT GALACTIC STUDIOS, HOME OF THE MUCH-BALLY-HOOED "CAPTAIN AMERICA -- THE MOTION PICTURE"...

...WHERE WE FIND THE FILM'S PRODUCER, LEONARD SPELLMAN, IN THE MIDST OF A VERY HEATED DISCUSSION...

YOU CAN'T BE SERIOUS!

DO YOU HAVE ANY IDEA OF HOW MUCH WORK I'VE PUT INTO THIS PROJECT? DO YOU KNOW HOW WE'VE ALL SWEATED AND--

--AND--

CAPTAIN AMERICA

I DON'T BELIEVE IT!

HE HUNG UP!

UH, LENNY -- WHY DO I GET THE SICK FEELING THERE'S NO MOVIE LEFT FOR ME TO STAR IN?

THAT WAS THE FRONT OFFICE, THEY'RE PULLING THE PLUG ON US, JASON! WE'RE ALL OUT OF JOBS! THEY'VE DECIDED TO GO WITH A DOCUMEN-TARY INSTEAD -- FOR... TELEVISION!

HEY, UNCLE LENNY--

--CHECK THIS OUT! THE NETWORKS ARE ALL YAKKIN' ABOUT THAT CONSPIRACY TO DO CAP IN! NOMAD SET HIM UP -- JUST LIKE WE FIGURED!

I'VE NEVER HEARD A REPORTER SO OUTRAGED IN MY LIFE!

I DON'T KNOW WHY THE HECK THEY'RE KILLING THE FLICK NOW! AFTER THIS STORY MAKES THE ROUNDS--

--EVEN THE PEOPLE WHO HATE CAP WILL BE ROOTING FOR HIM!

EVERYBODY LOVES A VICTIM!

TOO TRUE, WALLY.

AND, SPEAKING OF THAT MUCH-LOVED VICTIM...

YOU'RE AWFULLY GOOD AT HIDING BEHIND ROBOTS AND HORDES OF FOLLOWERS, SKULL-- BUT YOU HAVEN'T GOT THE GUTS TO MEET ME FACE TO FACE --

--HAVE YOU?

IN RESPONSE TO THE CHALLENGE, TWIN DOORS SWING SILENTLY INWARD...

...REVEALING A SCENE BOTH DISCONCERTING AND CHILLING.

IT'S A PERFECTLY RECONSTRUCTED PIECE OF AMERICANA: THE KIND OF OLD-FASHIONED RAILWAY STATION THAT BROUGHT FAMILIES TOGETHER AT CHRISTMASTIME-- CARRIED WEARY SOLDIERS HOME FROM WARS.

BUT THE GRINNING, GLEAMING, SKULL-HEADED CONDUCTOR MOCKS THIS SCENE WITH HIS VERY PRESENCE; CORRUPTS IT; **DEFILES** IT.

ONE LAST ROBOT TO GUIDE YOU ON A JOURNEY TOWARD DESTINY, CAPTAIN.

WILL YOU STEP THIS WAY, PLEASE?

HE STEPS FORWARD, SHUDDERING...

...AND THE OLD LOCOMOTIVE SHUDDERS **TOO**, CHUGGING WEARILY ON ITS WAY.

THEY WIND THROUGH DANK TUNNELS THAT STINK OF AGE AND DECAY.

AND THEN THE TRAIN SCREECHES TO A HALT OUTSIDE A SMALL, WELL-SWEPT STATION OF MODERN DESIGN...

GOING UP, SIR ?

IF THAT'S WHAT IT TAKES TO GET MY HANDS ON YOU, SKULL --

THEN I AM MOST DEFINITELY GOING UP.

BUT BEFORE ENTERING THE WAITING ELEVATOR, THE LIVING LEGEND PAUSES, KEEN EARS PICKING UP A DISTORTED ECHO...

...A STRANGE CLANKING...

...AN EERIE CRACKLING...

THEN THE SOUND FADES.

HE MOVES AHEAD, THE ELEVATOR DOORS SLIDE SHUT...

...AND HE RISES, DEEP IN THOUGHT.

THAT THIS IS MOST PROBABLY A TRAP HE KNOWS ALL TOO WELL. BUT HE KNOWS ***EQUALLY*** WELL THAT THE SKULL WILL BE THERE. THAT ENORMOUS EGO HAS ALWAYS DEMANDED CONFRONTATION BEFORE THE FINAL GAMBIT.

AND THE RED SKULL IS NOTHING, IF NOT CONSISTENT.

HOW IN BLAZES--?!

THIS IS AN OFFICE... ON THE GALACTIC PICTURES LOT!

HE IS ALSO CONSISTENTLY... ***SURPRISING!***

GALACTIC PICTURES

STATING THE OBVIOUS, AS USUAL.

BUT THIS IS NOT ***AN*** OFFICE, CAPTAIN! THIS IS THE OFFICE OF THE PRESIDENT AND ***OWNER*** OF GALACTIC PICTURES!

I'VE TRUST YOU'VE ENJOYED YOUR STAY AT ***MY STUDIO***, CAPTAIN--

--I'VE DONE EVERYTHING POSSIBLE TO MAKE YOU FEEL AT HOME!

HA-HA-HA!!!

YOUR STUDIO?!

WHATEVER THE GAME IS SKULL, I'LL--

YOU'LL *RELAX*, DEAR CAPTAIN.

WHAT GOOD WILL A DISPLAY OF VIOLENCE DO YOU NOW?

WOULDN'T YOU RATHER HAVE... ANSWERS?

AND *FOR* THOSE ANSWERS--YOU NEED ONLY LOOK TO THAT BANK OF TELEVISION SCREENS. DO YOU SEE THE MANY NEWS, REPORTS, CAPTAIN? THEY ARE ALL CONCERNED WITH... *YOU.*

THANKS TO SIX OPERATIVES THAT "TEACHER" PERSONALLY INSTRUCTED--ALL YOUR FELLOW COUNTRYMEN KNOW OF THE N.O. PLOT TO DISGRACE YOU. CAPTAIN AMERICA IS MORE BELOVED THAN EVER!

AND, BECAUSE OF THAT, TONIGHT UNTOLD MILLIONS OF AMERICANS WILL BE GLUED TO THEIR TELEVISION SETS TO WATCH MBC'S PRESENTATION OF A GALACTIC PICTURES DOCUMENTARY--

CAPTAIN AMERICA

--"TRIUMPH OF THE LIVING LEGEND!"

THE WEEKS OF PUBLICITY FOR MY... *OTHER* FILM WILL HELP INSURE THAT.

YOU SET ALL THIS UP-- LURE ME OUT HERE WITH NOMAD AND THE MOVIE-- AND *THEN* TURN AROUND AND EXPOSE YOUR SCEME? *WHY?* WHAT HAVE YOU--

OH, NO.

YOU BEGIN TO SEE... DON'T YOU?

YOU SAID YOURSELF THAT OTHERS HAVE TRIED SIMILAR METHODS OF DESTROYING YOU! WHY WOULD THE RED SKULL REPEAT SUCH FAILURES?

HE WOULDN'T--UNLESS FAILURE WAS PART OF A GRANDER SCHEME!

I HAVE AMASSED QUITE A FORTUNE SINCE THE WAR--MORE THAN ENOUGH TO PURCHASE THIS DYING FILM STUDIO AND FORM THE NIHILIST ORDER!

DEKKER'S INVOLVEMENT WAS A VINDICTIVE SIDE-GAME FOR MY OWN AMUSEMENT. AS EVER, HE WAS UNIMPORTANT. WHAT IS IMPORTANT IS... ***TONIGHT!***

YOURS IS A NATION OF WATCHERS, MEIN KAPITAN--PREYED UPON BY PROFIT-SEEKING VULTURES! I KNEW, THAT ONCE NEWS OF YOUR "VICTIMIZATION" BROKE, I COULD SELL MY "TRIBUTE" TO THE HIGHEST BIDDER!

"AND THE HUNDREDS OF MILLIONS THAT WATCHED 'ROOTS' AND 'HOLOCAUST'--BELIEVING THOSE VERDAMMT LIES ABOUT THE ***SCHWARZES*** AND ***JUDEN***--WILL AGAIN SIT WORSHIPPING THE GREAT AMERICAN GOD... TELEVISION!

"BUT THEY WILL NOT KNOW THAT THE FILM IS TREATED WITH A POTENT HYPNO-CHEMICAL OF MY OWN DESIGN--THAT CAREFULLY-INTERCUT SUBLIMINAL MESSAGES WILL FLASH INTO THE SUBCONSCIOUS OF EVERY LAST VIEWER--

"--URGING THEM OUT INTO THE STREETS LIKE LEMMINGS--

"--THERE TO ERUPT IN AN ORGY OF DESTRUCTION--

"--BRINGING THIS COUNTRY TO ITS KNEES!"

AT LONG LAST THE IRON HAND OF NAZISM--

--WILL ***CRUSH*** THE LIFE FROM THIS LAND!

TO PUT IT SUCCINCTLY, LUNATIC--

--NO WAY!

YOU CANNOT STOP ME, SCHWEIN-- THE *REAL* FILM IS ALREADY ON ITS WAY--THE WHEELS ARE IN MOTION!

WHEELS CAN BE BROKEN, SKULL--

BRAK

--JUST THE WAY--

SMAK!

--THAT I'M GOING TO BREAK--

--YOU!

SKAGG!

AH-- BUT WHICH "*ME*" WILL YOU BREAK? *HA-HA-HA!*

FACE IT, MY ENEMY-- YOU HAVE FINALLY MET FAILURE!

JUST AS YOU WILL SHORTLY MEET... *DEATH!*

AND, AS IF ON CUE...

WHO

OOM

DEKKER?!

IS THIS ANOTHER TWIST IN THAT MADMAN'S PLOT?

HAS HE BEEN HOLDING DEKKER'S ANDROID BODY IN RESERVE--AS THE INSTRUMENT OF MY EXECUTION?

THE STAR-SPANGLED AVENGER TENSES, READY FOR ANYTHING.

EXCEPT THIS!

SWAT

BURNT CIRCUITS CRACKLING, SHORN METAL CASING CLANGING, THE AMERIDROID LUMBERS SLOWLY, CLUMSILY FORWARD...

SMA

SHH

...AND LIKE A HOMING PIGEON RETURNING TO ITS ROOST...

...THE THING THAT WAS ONCE LYLE DEKKER FINDS THE EVIL IT HAS BEEN SEEKING!

INTERESTING... YOU STILL LIVE... ALBEIT BARELY!

WHAT DRIVES YOU, DEKKER? A BATTERY THAT HAS YET TO LOSE ITS CHARGE--OR SOME VESTIGIAL LUST FOR REVENGE THAT IS FIRING YOUR MEMORY BANKS?

YOU... DIE... NOW!

NO MATTER--

--YOU ARE STILL ONE OF THE SHEEP-- STILL EASILY CONTROLLED WITH THE FLICK OF A SWITCH!

AND NOW, DEKKER, FOR THE FINAL TIME--GOOD--

--BYE--?!

NO--WHAT ARE YOU DOING?! GET BACK, SHEEP!

GET BACK!

IF THIS IS YET ANOTHER SKULL ROBOT, IT IS MASTERFULLY CONSTRUCTED.

FOR, AS THE LUNGING AMERIDROID CAREENS INTO THE MACHINERY, LIVE WIRES OVERLOADING IT, THE RED SKULL LETS FLY AN ALL-TOO-HUMAN...

...SCREAM!

SKA-DA-DA-DOOOM!

GALACTIC FILMS

GALACTIC PICTURES INC.

AND THEN THE SCREAM IS LOST...

...FOREVER?

THE BURBANK STUDIOS OF KMBC, PRECISELY EIGHT MINUTES LATER...

HERE WE GO AGAIN.

MBC

ANOTHER NIGHT OF BELLY-SCRATCHING AND BEER.

I CAN'T BELIEVE I'VE SPENT TEN YEARS WORKING IN THIS DUMP--

--AND NOTHING EXCITING EVER HAPPENS!

ON

OFF

YOU SHOULD BE THANKFUL FOR THAT, CHUM.

HEY--WHAT ARE YOU DOING?

BURNING THIS.

BUT THE NETWORK PAYED FIVE MILLION FOR THAT FILM-- AND IT'S THE ***ONLY COPY!***

FIVE MILLION, EH?

THEN MORE'S THE PITY.

A NEW DAY.

...SO WHEN DEKKER KNOCKED YOU ASIDE, HE ALSO KNOCKED YOU CLEAR OF THE EXPLOSION, HUH?

AIRPORT 2

AND THEN YOU JUST HUSTLED OVER TO MBC AND SAVED THE DAY?

IT WASN'T *QUITE* THAT EASY, LEONARD--

EASY OR NOT--I'VE GOT ANOTHER BUNCH OF CLIPPINGS FOR MY CAP SCRAP-BOOK!

DO ME A FAVOR, LENNY--LEAVE OUT THE ONES ABOUT THE SENATE INVESTIGATION INTO GALACTIC'S FINANCES. MONEY MATTERS ARE *SOOO* BORING!

CAP SAVES US AGAIN

STOPS RED SKULL FROM BRAIN WASHING U.S. ALLY

HOW CAN YOU MAKE JOKES, JASON? IN CASE YOU HAVEN'T NOTICED--WE'RE ALL OUT OF JOBS! NO GALACTIC--NO MOVIES--NO *US!*

AREN'T YOU FORGETTING SOMETHING, WALLY? LIKE THE FACT THAT THERE WOULDN'T BE ANY *AMERICA* TODAY--LET ALONE A GALACTIC STUDIOS--IF THE SKULL'S SCHEME HAD SUCCEEDED?

YOU'VE--UH--GOT A POINT THERE, CAPPO. SORRY.

AH--BUT WHAT THE HECK! THIS IS HOLLYWOOD--THE *DREAM* FACTORY!

"THERE ARE *BOUND* TO BE A DOZEN NEW DEALS TOMORROW!"

I'M SURE THERE WILL BE, WALLY. BUT KEEP ME OUT OF THEM.

PLEASE.

AND, AS THE LUXURY JET GENTLY EASES SKYWARD, LEAVING LOS ANGELES BEHIND, CAPTAIN AMERICA...

...DOESN'T LOOK BACK.

FINIS

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TM

CAPTAIN AMERICA®

AND THE

FALCON™

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WITNESS: AN AMERICAN NIGHTMARE!

SURE, YOU'VE SEEN CAP BATTLE NAZIS BEFORE-- BUT NEVER LIKE THIS!

2ECC/BEATTY

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

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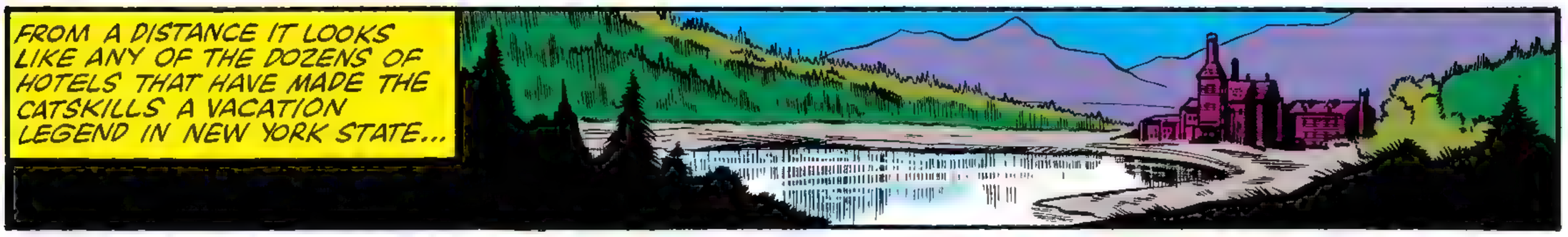
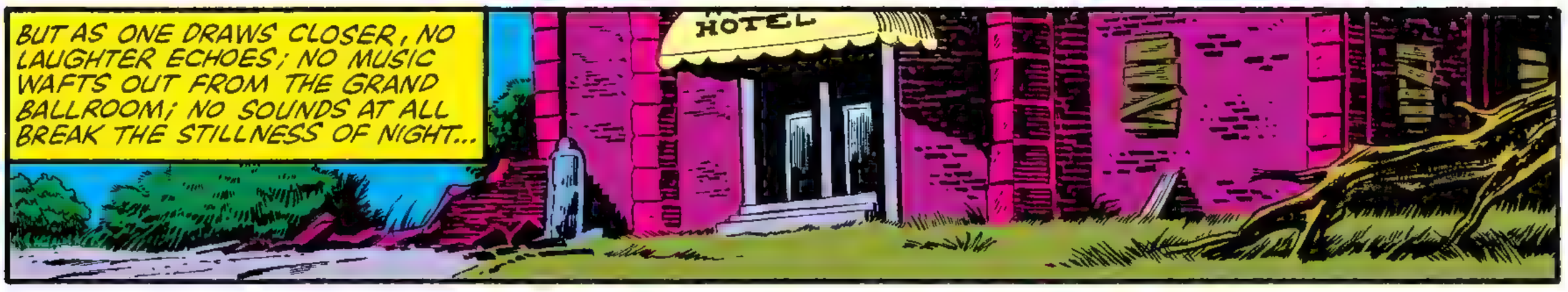
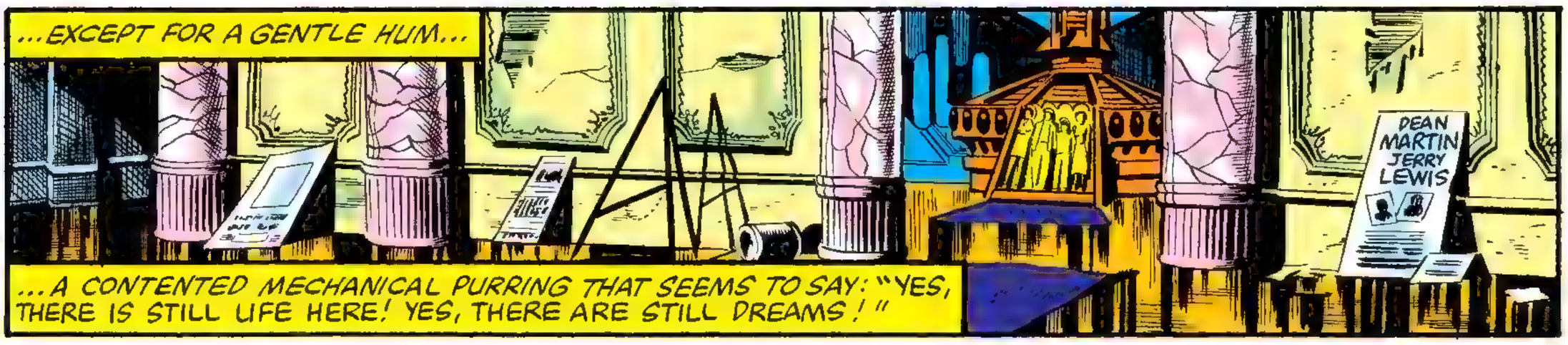
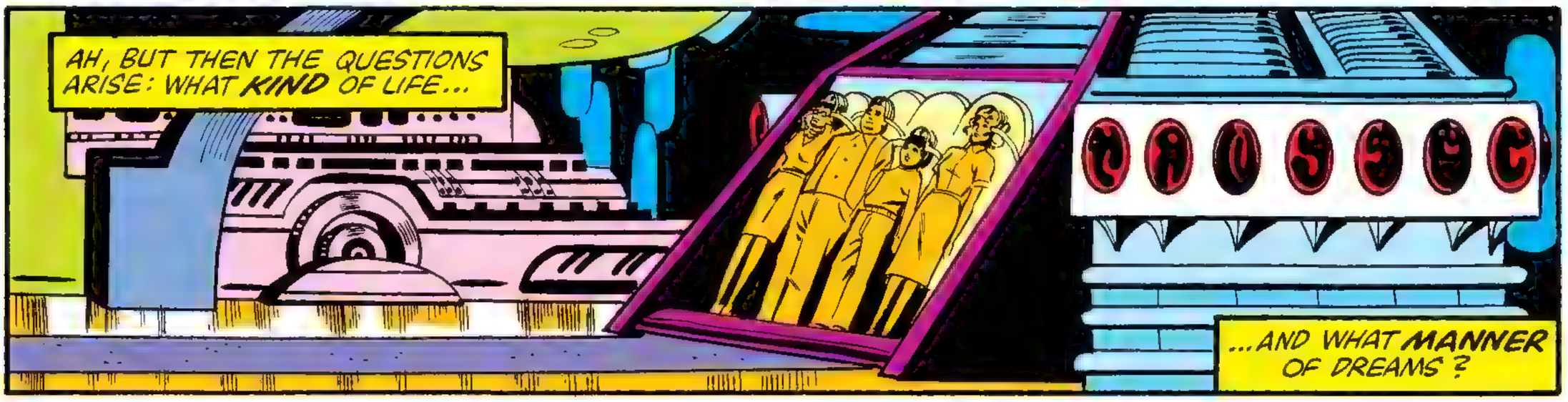



BUT AS ONE DRAWS CLOSER, NO LAUGHTER ECHOES; NO MUSIC WAFTS OUT FROM THE GRAND BALLROOM; NO SOUNDS AT ALL BREAK THE STILLNESS OF NIGHT...
HOTEL


...EXCEPT FOR A GENTLE HUM...
DEAN MARTIN JERRY LEWIS
...A CONTENTED MECHANICAL PURRING THAT SEEMS TO SAY: "YES, THERE IS STILL LIFE HERE! YES, THERE ARE STILL DREAMS!"



SOME PEOPLE IN THE CROWD HAVE BEEN WAITING SEVERAL HOURS FOR THE ARRIVAL OF AMERICAN AIRLINES FLIGHT 776 FROM ARGENTINA, AND, AS THE WHINE OF JET ENGINES FINALLY DIES AWAY AND THE DEPARTURE RAMP IS WHEELED UP ALONGSIDE THE PLANE, A NEAR-PALPABLE THRILL RUNS THROUGH THE ASSEMBLAGE.

THE THRILL SWELLS TO A ROAR WHEN THE DOOR IS THROWN OPEN AND A COTERIE OF SECRET SERVICE AGENTS EMERGE TO MAKE THEIR SECURITY CHECK.

AND WHEN, AT LAST, THE ANTICIPATED RED, WHITE, AND BLUE-GARBED FIGURE STEPS OUT INTO THE SUNLIGHT, THAT ROAR HAS REACHED EAR-SPLITTING LEVELS.

THE UNITED STATES' MOST CELEBRATED DIPLOMAT IS BEING WELCOMED HOME--AND A VERY **WARM** WELCOME IT IS!

AIN ICA

WELCOME HOME, CAP!

POLICE

The AMERICAN DREAMERS!

BE FOREWARNED, MARVELITE: YOU HOLD IN YOUR HANDS PERHAPS THE **STRANGEST** CAPTAIN AMERICA TALE **EVER TOLD!**

CAPTAIN AMERICA--IF YOU COULD BRIEFLY SUM UP YOUR FEELINGS ABOUT THIS TRIP--?

IT WILL HAVE TO BE *QUITE* BRIEF, BILL. THIS GOOD-WILL TOUR WAS A MAJOR SUCCESS!

OUR COUNTRY IS LOVED AND RESPECTED BY OUR BROTHERS TO THE SOUTH. I WAS GREETED EVERYWHERE WITH SHOUTS OF "LONG LIVE DEMOCRACY!"

CBS

CONCERNING THE PRESIDENT'S PLAN FOR UNIFICATION OF NORTH AND SOUTH AMERICA ...I THINK I'LL LEAVE THAT REVELATION TO THE WHITE HOUSE.

NOW, IF YOU'LL EXCUSE ME--

--I HAVE JUST ENOUGH TIME TO GET A FEW HOURS OF SLEEP BEFORE I FLY ON TO WASHINGTON TO BE DEBRIEFED.

THANK YOU ALL VERY MUCH!

THE LIMOUSINE IS ALL TOO QUICKLY GONE--BUT THE CHEERING CONTINUES FOR SOME TIME.

MIDTOWN MANHATTAN.

I KNOW THE PUBLIC EXPECTS ME TO WEAR THIS COSTUME--AND I CONSIDER IT A SACRED TRUST--

--BUT IT CERTAINLY FEELS GOOD TO RELAX, TAKE OFF MY MASK... AND BE MYSELF.

A MAN NEEDS EXCITEMENT --BUT HE ALSO NEEDS THE QUIET TIMES.

I KNOW WHAT YOU'RE THINKING, TOMLINSON--THERE GOES THE OLD MAN PHILOSOPHISING AGAIN.

COMES WITH THE JOB, I GUESS.

SIR, WHEN I STOP TO THINK THAT I'M WORKING WITH A MAN WHO SPENT TWENTY YEARS AS A SO-CALLED SUPER HERO, TWENTY MORE AS ***S.H.I.E.L.D.*** DIRECTOR-- AND IS NOW UNDERTAKING A SERIES OF SENSITIVE DIPLOMATIC MISSIONS ... WELL, SIR, THIS ISN'T A JOB--

--IT'S AN ***HONOR!***

AND THAT'S JUST HOW I FEEL ABOUT THE WORK I'M DOING FOR THE PRESIDENT, TOMLINSON.

I'VE MET VERY FEW PEOPLE IN MY LIFE WHO CAN COMPARE WITH ***JACK KENNEDY.*** FRANKLY-- I'D DO ANYTHING FOR THE MAN.

PRES. KENNEDY SAYS: JOIN THE MOVEMENT FOR LUNAR COLONIZATION ***TODAY!***

THE AMERICAN PEOPLE FEEL THE SAME WAY, SIR-- OR THEY WOULDN'T HAVE VOTED IN THE AMENDMENT ALLOWING HIM TO SERVE SIX CONSECUTIVE TERMS AS CHIEF EXEC--

PARDON ME, CAP, TOMLINSON -- BUT WE'RE ALMOST THERE--

"-- NEXT STOP: ***AVENGERS MANSION--***"

--TOWNHOUSE/HEADQUARTERS OF THE WORLD-FAMED SUPER-TEAM, WHERE AN EXCITED CAPTAIN AMERICA IS REUNITED WITH SOME OLD AND DEAR FRIENDS, MOST NOTABLY...

...***BUCKY!*** LAD, I AM SO PROUD OF YOU!

AS AVENGERS' CHAIRMAN YOU'VE DONE MORE FOR THE NATION THAN THIS OLD WARHORSE EVER HAS!

IF EVEN A ***SMALL*** PART OF THAT IS TRUE, CAP-- YOU'RE TO THANK! AFTER ALL-- I WAS YOUR JUNIOR PARTNER FOR A ***LOOONG*** TIME!

AND THAT'S ***WHY*** I'M SO PROUD-- BUT YOUR CURRENT PARTNERS-- ***GIANT-MAN, IRON MAN,*** AND THE REST-- ARE THE BEST DARN OPERATIVES S.H.I.E.L.D. EVER HAD!

WHY, LOOK AT SOME OF THE MENACES YOU'VE FACED--!

REMEMBER WHEN THAT LIVING ROBOT, ***ULTRON,*** USED HIS ANDROID CREATION TO INFILTRATE YOUR RANKS? WHAT DID HE CALL THAT THING? OH, YES--

--THE VISION?

SOMETHING WRONG, CAP? YOU SOUND... FUNNY.

FUNNY? NO, I JUST...

I JUST...

AH, FORGET IT! I THINK I'LL HEAD UPSTAIRS--

--I MUST HAVE A *TERRIFIC* CASE OF JET-LAG!

I'LL COME UP LATER WITH DINNER, CAP-- THEN WE CAN TALK SOME, OKAY?

CAP?

LET HIM GO, BUCK--IT'S OBVIOUS--

"--YOUR EX-PARTNER'S WORRIED ABOUT SOMETHING!"

THIS IS CRAZY!

CAP AND BUCKY MEET W PRESI EISENHO

BUCKY HEADS AVENG INE-UP

THE AVENGERS DEACTIVATED THE VISION AFTER THEY DEFEATED ULTRON-- YET, LOOKING AT THAT ANDROID FACE, I WAS CERTAIN I'D SEEN THE VISION, *TALKED* WITH HIM--

--RECENTLY!

I'VE GOT TO UNWIND. MAYBE A LITTLE MINDLESS AFTER-NOON TELEVISION WILL--

CAPTAIN AMERICA-- LISTEN TO ME! WHAT YOU'RE FEELING IS CORRECT! GO WITH IT--

KLIK

--SEARCH YOUR MEMORY! IT'S NOT TOO LATE TO REVERSE THIS! IT'S NOT--

--TOO LATE FER YOU, PARDNER! GIT 'EM UP!

NO! I DID NOT SEE THAT! I DID NOT *HEAR* THAT!

IT'S...FATIGUE! YES, THAT'S WHAT IT--

WHY AM I OLD?

OH... I'M GETTING... FLUCTUATIONS... I'D BETTER ADJUST... THE GAIN...

"THERE WE ARE... MUCH... BETTER..."

...I KNOW IT SOUNDS CRAZY, SAM. AFTER ALL, THE SUPER-SOLDIER SERUM THAT CREATED ME ***SLOWED DOWN*** MY AGING PROCESS. I'M CLOSING IN ON SIXTY--YET I DON'T LOOK A DAY OVER FORTY-FIVE.

SO WHY DO I FEEL... ***OLD?***

COULD BE THIS DIPLOMATIC STUFF, STEVE. AFTER ALL, BEING A CONGRESSMAN HAS PUT A FEW YEARS ON OL' ***SAM WILSON***, TOO!

I USED TO FEEL I COULD FLY HIGH AS A BIRD-- NOW IT TAKES EVERYTHING JUST TO GET OFF THE GROUND.

I KNOW WHAT YOU'RE SAYING, SAM --BUT IT'S MORE THAN THAT.

SAM, SINCE THE PRESIDENT INTRODUCED US BACK IN '69 WE'VE BEEN FAST FRIENDS. YOU WERE BY MY SIDE WHEN PEGGY DIED--WHEN MY SON WAS KILLED IN THE MIDDLE EAST. I TRUST YOU, SAM--

--SO TELL ME THE TRUTH: DO YOU THINK I'M CAPABLE OF... LOSING MY MIND?

LOSING YOUR--?! WHAT ARE Y--

HELP!

UH-OH-- SOUNDS LIKE TROUBLE--

--AND IT IS!

EASY, SON--DON'T DO SOMETHING YOU'RE GOING TO REGRET.

THAT'S IT, STEVE-- KEEP TALKING. I'LL CIRCLE AROUND BACK.

SAVE YOUR JIVE RAPS FOR SOMEBODY ELSE, MAN! THIS DUDE GOT PLENTY OF DRUGS HERE--AN' I WANT 'EM!

SORRY, PAL--BUT WHAT YOU'RE ***GETTIN'*** IS A TICKET TO A DRUG-TREATMENT PROGRAM!

WOP!

OOOF!

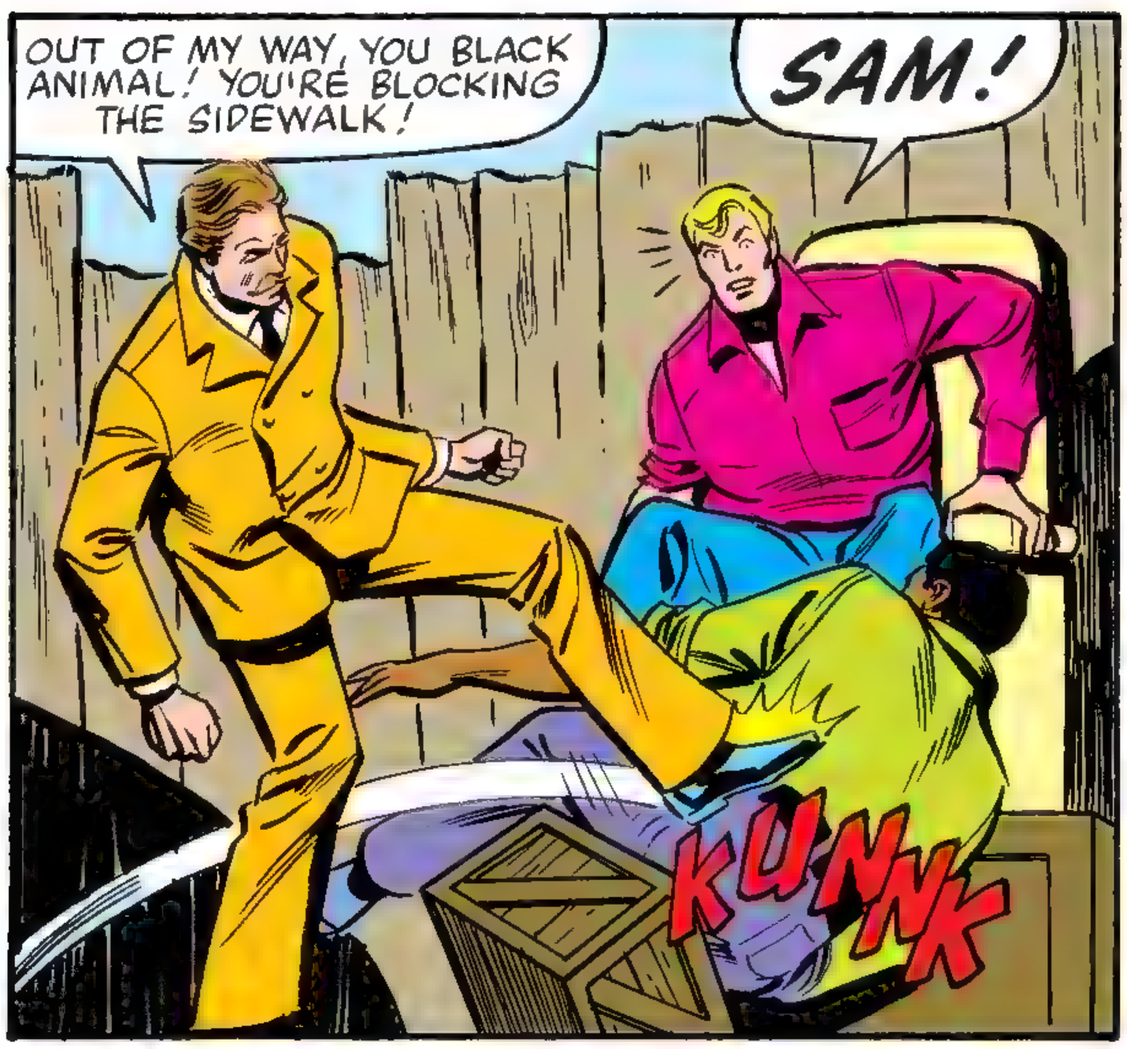
AND, PRESENTLY...

THAT WAS NICE WORK, MY FRIEND. HAVE YOU EVER CONSIDERED THE SUPER HERO GAME?

NO THANKS. I'VE GOT ENOUGH TROUBLE IN THIS DISTRICT AS IT IS.

OH, YEAH--WE'VE CLEANED UP THE GHETTOS AND MADE INCREDIBLE STRIDES IN CIVIL RIGHTS--BUT AS LONG AS THERE'S ONE KID LIKE ***THAT*** ONE CRYING OUT FOR HELP, I--

...I SHO AM GLAD TO SEE Y'ALL, TODAY, MASSUH ROGUHS--YOU KNOWS YOU IS MAH FA-VO-RITE CUSTOMER!
THERE! YO SHOES IS GOOD AS NEW!
UH...YES...
...THANK YOU, SAM...
SHOE SHINE 5¢
SAM?


OUT OF MY WAY, YOU BLACK ANIMAL! YOU'RE BLOCKING THE SIDEWALK!
SAM!
KUNK

WHO THE DEVIL DO YOU THINK YOU ARE, KICKING THIS MAN AROUND LIKE SO MUCH TRASH?! I OUGHT TO BREAK YOU IN HALF!
NOW, WAIT ONE MINUTE, SIR... I... I...
GO ON --GET OUT OF HERE!

I AM GOING, SIR--BUT I WILL BE BACK... WITH A POLICEMAN!
I'LL BE WAITING!
MASSUH ROGUHS-- TAKE IT EASY!
I 'PRECIATES WHAT Y'ALL IS DOIN'--BUT THEY LOCK YOU UP IF'N YOU HELPS ME OUT!

US NIGGRUH'S IS GOTTA BE WHAT WE'S GOTTA BE--
--AN' THERE AIN'T NOTHIN' NOBODY CAN DO ABOUT IT!

125 ST
3RD
NO-THAT'S NOT THE WAY IT HAS TO BE! DO SOMETHING ABOUT IT, CAP!!
NOW LISTEN HERE, SAM, I DON'T FOR A MINUTE BELIEVE THAT YOU'RE AS ST-- GOOD LORD--!
WHAT IN HEAVEN'S NAME *IS THAT* UP THERE?
"DO YOU SEE IT, SAM--?"
DO YOU SEE IT?
HEY, QUIT DAYDREAMIN', STEVIE -- WE DON'T WANNA BE LATE FOR THE CARNIVAL!
C'MON!
THE CARNIVAL? HECK, NO-- I DON'T WANNA MISS THAT FOR ANYTHING!
THEN HURRY UP--LAST ONE TO THE MERRY-GO-ROUND IS A *GROWNUP!*
WELL, IT'S NOT GONNA BE ME!
YA-HOO! THIS IS SWELL, SAM, ISN'T IT? MORE FUN THAN THE CARNIVAL WE HAD *LAST* WEEK!
BY THE WAY, SAM-- WHAT *IS* A GROWNUP?
HECK--I DON'T KNOW. I JUST MADE IT UP!
HEY-- BETCHA CAN'T GRAB THE RING THIS TIME!
OH, YEAH--? BETCHA I CAN!
HA! I GOT IT! I *KNEW I WOULD! I KNEW I WOULD!*

CAP, THINK! YOU'VE GOT TO SNAP OUT OF IT! GET TO THE TRUTH!

PLEASE! COME TO THE HOTEL-- THE WALDHEIM HOTEL!

JEEZ--HOW CREEPY.

I DON'T LIKE THAT AT ALL!

IT MAKES ME FEEL... *WEIRD...*

HEY, STEVIE-- WHERE YA RUNNIN' TO?

I DON'T WANNA STAY HERE ANY MORE! IT'S TOO DUMB!

C'MON, SAM--TRY AND CATCH ME!

CATCH YOU? C'MON, STEVIE-- Y'KNOW YOU'RE THE FASTEST RUNNER IN THE WHOLE GANG!

WAIT UP, WILL YOU?

OH, ALL RIGHT. AS LONG AS WE'RE AWAY FROM THAT STUPID MERRY-GO-ROUND, I--

OH, WOW!

HEY, STEVE-- WHAT IS THAT? THEY'RE NOT KIDS LIKE US! THEY'RE BIGGER... UGLIER... *MEANER...*

"I DON'T KNOW, SAM--BUT SOMETHING ABOUT THEM LOOKS KINDA FAMILIAR, Y'KNOW...?

A SICKENINGLY FAMILIAR FEELING SLITHERS LIKE A WORM, THROUGH YOUR GUT, AS YOU WATCH FROM SHADOWS.

FOR FORTY YEARS YOU'VE BATTLED THESE NAZI MONSTERS, FROM THE WAR-SCARRED HEART OF EUROPE, TO THE SHORES OF HOME.

YOU WANT TO SCREAM AS THEY MARCH TRIUMPHANTLY DOWN FIFTH AVENUE, CELEBRATING THE ANNI-VERSARY OF THE DAY AMERICA FELL; THE HORROR AS FRESH AS IT WAS THIRTY-FIVE YEARS AGO.

FROM DOZENS OF CONCENTRA-TION CAMPS COME THE TRAM-PLED VICTIMS OF OPPRESSION-- **THE BLACKS**, RETURNED AGAIN TO SLAVERY... AND A DEGRADA-TION FAR BEYOND ANYTHING THEY'VE EVER KNOWN.

THE JEWS, MANY OF WHOM CAME TO THIS LAND FLEEING THE MADNESS OF EUROPE, ONLY TO FIND THAT MADNESS HAD FOLLOWED, SHARK-LIKE, ACROSS THE OCEAN, TO CRUSH THEM BETWEEN MASSIVE JAWS.

THEN, LUMBERING BENEATH THE WEIGHT OF STRENGTH-DAMPEN-ING COLLARS, COMES THE GROUP THE NAZIS FEAR MOST, THE GROUP YOU HAVE BEEN AWAITING: **THE MUTANTS.** THEY ARE RARELY SEEN IN PUBLIC, BUT NAZI ARROGANCE COULD NOT LET THIS DAY PASS WITHOUT THEIR INCLUSION IN THE PARADE.

THE MOMENT IS HERE. YOU TAKE A LONG, DEEP BREATH--AND THEN LEAP, WILD-EYED, INTO THE MOB!

HIT 'EM, FALCON--WITH EVERYTHING YOU'VE GOT!

SMAKKK

BOMP!

SAM WILSON, **THE FALCON**, MOVES WITH GRACE, SPEED, AND POWER.

AS DO YOUR OTHER FOLLOWERS, THESE FIERY-WILLED MEMBERS OF THE UNDERGROUND WHO HAVE STRUGGLED SO LONG, SO HARD AND, UNTIL NOW, SO FUTILELY...

...IN THE NAME OF A NEBULOUS CONCEPT CALLED **FREEDOM!**

FOOOOT

THANK YOU, CAPTAIN--YOU'VE DONE ME IMMEASURABLE GOOD BY REMOVING THAT ENERVATING COLLAR FROM MY SHOULDERS!

HERE, SCOTT, LET ME PERFORM THE SAME SERVICE FOR YOU!

THANKS, BEAST!

CRAKKK

MY PLEASURE. NOW--SHALL WE TROUNCE THESE MALEFIC MALCONTENTS?

YOU SMILE, FOR THE FIRST TIME IN TOO LONG, REALIZING THAT YOU HAVE MADE THE RIGHT CHOICE. WITH THESE MEN BESIDE YOU, PERHAPS THE TIDE **CAN** BE TURNED.

THEN, YOUR SMILE DROPS...

ALL RIGHT, SCUM-- YOU'VE HAD--

...YOUR HEART DRUMS RAPIDLY...

ITAAAAARGHH!!

ZEEET!

...YOUR SOUL LETS FLY A WAIL OF PUREST AGONY...

SCHWEIN.

AND YOU EXPLODE.

YOU ANIMALS! YOU NO GOOD, STINKING ANIMALS! YOU KILLED ONE OF THE FINEST MEN WHO EVER LIVED!

DO YOU HEAR ME, ANIMALS? DO YOU--

WHOOMP!

BUT YOUR RAW-THROATED SCREAMS ARE LOST IN A HAIL OF GUNFIRE THAT SEEMS TO COME FROM NOWHERE...

WHINGINGINGINGIN

...AND EVERYWHERE...

WHAT IN--?

ILLOGICALLY, YOU FEEL AN UP-SURGE OF HOPE.

THIS IS GETTING OUT OF HAND...

DANGER

... I'VE GOT TO STABILIZE THESE FLUCTUATIONS IN THE PSYCHE-GRAPH... OR I'LL DO IRREPARABLE DAMAGE TO... THE ***STRUCTURE OF REALITY***...

THIS ISN'T WORKING OUT... THE WAY THAT I HAD INTENDED... BUT I MUST HAVE FAITH...

MORGAN MACNEIL HARDY HAS ***ALWAYS*** HAD FAITH...

"... EVER SINCE, AS A CHILD... I WAS SAVED FROM THE FLAMING RUIN... OF THE 1906 SAN FRANSISCO FIRE... A SCARRED, FRIGHTENED BOY... WITH NO MEMORY OF WHAT HAD COME BEFORE...

"I LOVED THAT CITY... AND, USING THE FORTUNE I'D BUILT UP AS AN INVENTOR ... I TRIED TO KEEP HER ALIVE... AND PURE...

"BUT THE APOSTASY OF THE TIMES WAS AGAINST ME... I TOOK MY MONEY AND RETREATED... INTO A PARADISE OF MY OWN DESIGN... IN THE HILLS OF MARIN COUNTY...

"THERE I TRAINED MY CHAUFFEUR'S SON... IN THE WAYS OF DECENCY... OF MORALITY... AND SENT HIM OFF ON A MISSION ... TO RESTORE SANITY TO THE CITY I SO LOVED...

"BUT THAT STRANGE YOUNG GIRL... THAT ***SPIDER-WOMAN*** ... INTERFERED...

"SHE INVADED THE SANCTITY OF MY HIDDEN WORLD... AND... MUCH AS I AM LOATHE TO ADMIT IT... THAT INVASION WAS *JUST*...

"FOR SHE MADE ME SEE THAT YOUNG CLIFFORD... OR *TURNER D. CENTURY* AS HE STYLED HIMSELF... HAD GONE MAD... *

*AS **YOU** SAW, IF YOU READ ***SPIDER-WOMAN*** #33--J.S.

"...AND HIS MADNESS ULTIMATELY BROUGHT MY WORLD CRASHING DOWN AS IT HAD BEGUN...

"... IN FLAMES...

"I COULDN'T FIND CLIFFORD IN THAT INFERNO... AND SO HAD NO RECOURSE BUT TO ESCAPE... THROUGH A TUNNEL CONSTRUCTED FOR THAT VERY PURPOSE...

"WHAT USE, I REALIZED... TO DIE IN FAILURE...

I KNEW I HAD TO TRY AGAIN... TO MAKE UP FOR WHAT CLIFFORD HAD DONE... WHAT I HADE DONE *THROUGH* HIM...

I STILL HAD MONEY... CONNECTIONS... POLITICAL WEIGHT... I MADE CERTAIN NO WORD OF WHAT HAD HAPPENED IN MARIN ... REACHED THE OUTSIDE WORLD...

"...AND THEN... WITH THE AID OF A CERTAIN GROUP THAT SHARED MY VIEWS... I LAUNCHED MY GRANDEST CAMPAIGN...

"... SCOURING THE COUNTRY FOR TELE-PATHS... PEOPLE WITH LATENT ***PSI-ABILI-TIES***... AS MY ASSOCIATES CALL THEM...

"AFTER MONTHS OF SEARCH... I FOUND THE FOUR... PAID THEM HANDSOMELY TO PARTICIPATE IN A VAGUELY DESCRIBED EXPERIMENT...

"I KNEW THAT... WITH THE AID OF THE ***TELEPATHY AUGMENTER*** MY ASSOCIATES AND I HAD CONSTRUCTED... MY GOAL COULD FINALLY BE REACHED...

"... WE COULD ACTUALLY ***RE-STRUCTURE REALITY***... CHANG-ING PEOPLE, PLACES, EVENTS, MEMORIES... REBUILDING THE DECENT AMERICA I'D KNOWN AS A BOY...

"BUT THERE HAVE BEEN SO MANY... UNEXPECTED PROBLEMS...

"THE SUBCONSCIOUS MINDS OF MY SUBJECTS... HAVE BEEN BREAKING THROUGH... UNBALANCING THE AUGMENTOR... CHANGING ***MY*** CHOSEN REALITY INTO ***THEIRS***... FROM THE RACIST RAMBLINGS OF ***SUBJECT A***... TO ***SUBJECT B'S*** CHILDISH DREAMS OF PERENNIAL PLAY... AND ***SUBJECT C'S*** DESIRE TO SEE THE RETURN OF HER GERMAN HOMELAND'S LOST GLORY DAYS...

"BUT ***SUBJECT D*** HAS PRESENTED THE BIGGEST PROBLEM... SHE REBELLED AGAINST THE PROGRAM ENTIRELY... REACHED OUT FOR HELP TO THE ONE MAN WHO TOTALLY SYMBOLIZED AMERICA TO HER...

"***CAPTAIN*** AMERICA!"

HER THOUGHTS HAVE BEEN SUBTLY ALTERING ALL THE IMPOSED REALITIES... TRYING TO DRAW CAPTAIN AMERICA'S ATTENTION...

... BUT SHE WILL NOT SUCCEED IN FOILING ME... NOR WILL THESE OTHERS... I ***WILL*** BUILD A BETTER NATION... I ***WILL*** BRING BACK DECENCY... MORALITY... PRIDE...

"... EVEN IF I HAVE TO DRAIN THEIR BRAINS TO DO IT!"

BUNT

THAT SPRAY OF BULLETS WAS NO ACCIDENT! IT WAS SOME KIND OF "MESSAGE!"

AND I HAVE A STRANGE FEELING THAT I'VE RECEIVED ***OTHER*** SUCH MESSAGES--

SCHLANG

--ALTHOUGH, FOR SOME REASON, I CAN'T REMEMBER ***WHEN!***

EXCUSE ME, RATZI-- I NEED TO BORROW YOUR TRANSPORTATION!

AND, AS THE MINI-JET STREAKS OFF INTO THE POLLUTION-FREE SKY...

I RECALL READING... SOMETHING ABOUT THE WALDHEIM HOTEL--

--HOW IT CLOSED UP BACK IN THE MIDDLE SEVENTIES-- RIGHT AROUND THE TIME I GAVE UP BEING CAP AND ASSUMED MY OTHER IDENTITY OF NOMAD!

NOMAD?! WHO IN BLAZES IS THAT?

NOW WHAT IN THE WORLD MADE ME THINK THAT I EVER GAVE UP BEING CA--

"WAIT ONE MINUTE!"

LOS ANGELES... I WAS FLYING BACK FROM LOS ANGELES...

"YES! SPELLMAN, LOMBEGO, THE BOGUS NOMAD... THE RED SKULL!"

I...

...RE-MEM-BER...

...IT...

...ALL!*

SUDDENLY, IT'S AS IF I POSSESS TWO SETS OF MEMORIES--EACH WILDLY DIFFERENT--YET COMPLETE!

BUT I SEE NOW THAT THE WORLD AS WE NOW KNOW IT--THIS NAZI-CONTROLLED MADHOUSE--

--DIDN'T EVEN EXIST UNTIL A FEW HOURS AGO!

THERE'S THE WALDHEIM HOTEL UP AHEAD--I'D BETTER LAND THIS CRATE--

*OF COURSE, SINCE IT HAPPENED IN ISSUES #261-263.--SALICRUP.

--AND PRAY THAT THE SOURCE OF THOSE MYSTERIOUS "MESSAGES" CAN HELP ME GET TO THE BOTTOM OF THIS BEFORE I GO COMPLETELY INSANE!

OH-OH!

IT MAY BE TOO LATE!

NO, CAP--IT'S NOT TOO LATE! IT'S NOT!

YOU **ARE** SANE! AND WE'RE CLOSE-- SO CLOSE! I CAN GET THROUGH TO YOU WITH A CLARITY THAT--

HER VOICE AND IMAGE FADED OUT--LIKE A RADIO SIGNAL BEING JAMMED BY A STRONGER ONE, AND--

WHAT IS THIS?

DEATH TO THE NIGGRUH LOVER!

WIPE OUT THAT BLACK-LOVIN' SLIME!

TREMBLING, UNCERTAIN, CAPTAIN AMERICA FEELS HIS GRIP ON REALITY SLIPPING. YET, EVEN IN THIS STATE, HE CAN STILL RECOGNIZE **EVIL**...

...NO MATTER HOW QUICKLY IT CHANGES ITS UNIFORM...

GOT TO HANG ON... CAN'T LET MYSELF GO...

...OR ITS SIZE!

I CAN ALMOST... **FEEL** THAT WOMAN'S PRESENCE NEARBY...

...MUST GET TO HER...

...PUT AN END TO THIS!

I FEEL AN INCREDIBLE SURGE OF POWER... RIPPING THROUGH MY MIND...

...AND IT'S COMING FROM UP AHEAD...

...THAT BALL-ROOM...

...THAT...

MY GOD!

NO DEITY WAS INVOLVED IN THIS, CAPTAIN...

...JUST A MAN... NAMED MORGAN MacNEIL HARDY...

THERE IS NO FURTHER CAUSE FOR ALARM, CAPTAIN... THE INTERPENETRATIONS OF REALITY WILL SHORTLY CEASE... FOR I HAVE TAKEN THE STEP I SHOULD HAVE TAKEN ALL ALONG...

...AND HOOKED *MYSELF* INTO THE AUGMENTER...

...NOW UTILIZING THE FORMIDABLE PSI-ABILITIES OF MY PRECIOUS FOUR... I WILL AT LAST MAKE MY DREAM OF AMERICA... A LASTING REALITY...

BUT... YOU ARE CONFUSED... I MUST TELL YOU... MY TALE...

AND AFTER HARDY HAS TELEPATHICALLY EXPLAINED EVERYTHING TO A DISBELIEVING BUT ULTIMATELY-CONVINCED CAP...

HARDY, LISTEN TO ME! YOU SAY YOU WANT A WORLD OF DECENCY AND MORALITY--FREEDOM AND PRIDE! BUT TELL ME THIS, OLD MAN--

"--WHOSE CONCEPT OF DECENCY IS THE *PROPER* ONE?

"--WHOSE MORAL IDEAL SHOULD BE *IMPOSED?*

"--WHOSE VISION OF FREEDOM CAN APPLY TO *ALL* MEN?"

MY VISION, CAPTAIN! MY VISION!

AND IT IS A VISION THAT NO LONGER INCLUDES...

...YOU!

AND JUST HOW DO YOU INTEND TO GET RID OF ME, HARDY?

ARE YOU GOING TO WAVE YOUR MAGIC WAND AND MAKE ME--

--DISAPPEAR...?! GOOD LORD! MY BODY!

IT'S... FADING!

TO THE LIVING LEGEND'S CREDIT, HIS AIM IS SURE, DESPITE HIS INCALCULABLE SHOCK.

BUT, ADEPTLY HURLED OR NOT, CAP'S SHIELD PROVES TO BE AS MUCH A PHANTOM AS **HE** IS... AND SO DOES NO DAMAGE TO HARDY'S MACHINE.

DON'T YOU SEE, CAPTAIN! I AM RESTRUCTURING YOU **OUT** OF MY REALITY! IN MOMENTS, YOU WILL CEASE TO EXIST!

SHOCKED, DESPERATE, DETERMINED, CAPTAIN AMERICA LURCHES ACROSS THE ROOM ON NIGH-INVISIBLE LEGS --EVEN AS THE AUGMENTER BEGINS TO GLOW, RED-HOT, ITS ENGINES ROARING LIKE SOME GREAT DYING BEAST.

AROUND HIM, OBJECTS BEGIN TO SHIMMER, LOSE SUBSTANCE, WINK OUT...

...A PHENOMENON THAT IS BEING REPEATED ALL ACROSS THE UNITED STATES...

...MUCH TO THE HORROR OF THE POPULACE!

HARDY... WHAT ARE YOU DOING, MAN? **WHAT ARE YOU DOING?**

I... DON'T KNOW ... SOMETHING'S ...GONE WRONG ... BUT HOW... WHAT?

DON'T YOU SEE, YOU FOOL? YOU'RE NOT JUST WIPING **ME** OUT--

"...YOU'RE DESTROYING **EVERYTHING!**"

"MY AMERICA, ...MY DEAR, BELOVED AMERICA... I ONLY WANT TO SAVE HER ...MAKE HER STRONG... NOT **KILL** HER!

"I'VE GOT TO DRAW THE PSI-ENERGY BACK... CHANNEL IT INTO THE AUGMENTER..."

B-BUT THE POWER...

...IT'S TOO MUCH...

...MY BRAIN... ON FIRE...

YAAAAAHHH!!!

KRASSH!

OH, HARDY... IF ONLY YOU'D REALIZED THAT IDEALS--EVEN THE ***HIGHEST*** IDEALS --CAN'T BE FORCED UPON PEOPLE FROM WITHOUT. MEN MUST BE FREE TO CHOOSE, TO--

LISTEN TO ME ... LECTURING A DEAD MAN!

I THINK HE FINALLY MAY HAVE UNDERSTOOD ...AT THE END.

HE RECOGNIZES THE VOICE IMMEDIATELY--FOR IT IS ONE THAT HAS ECHOED IN THE CORRIDORS OF HIS MIND...

HE RISES SLOWLY, TURNS TO FACE THE WOMAN WHO BROUGHT HIM HERE; LISTENS ATTENTIVELY AS SHE SPEAKS...

...AND YOU SAY THAT THE AUGMENTER CREATED ONE CONSCIOUSNESS FROM THE FOUR OF YOU-- WITH HARDY AS THE FOCUS? THEN WHAT WENT WRONG? WHY DID EVERYTHING START TO... GO?

IN A WAY, CAP IT WAS ***YOUR*** FAULT. YOU SEE, TO ME, AMERICA AND ***CAPTAIN*** AMERICA ARE ONE AND THE SAME.

WHEN HARDY TRIED TO KILL YOU-- THE COMMAND BECAME CONFUSED IN MY SUBCONSCIOUS...

I SEE. AND IT WAS FED THROUGH THE MACHINE AS A COMMAND TO... PHASE OUT THE ***ENTIRE NATION!*** THAT WAS TOO MUCH FOR HARDY TO BEAR! BUT WHAT ABOUT--

"--THE OTHERS, CAP? THEIR MINDS WERE SO FULL OF UNCONTROLLED HATRED-- SO DISTORTED--THAT THEY COULDN'T BEAR THE FEEDBACK. WHEN THE AUGMENTER SHORTED OUT FROM THE POWER OVERLOAD--

"--SO DID THEY."

"IT'S A MIRACLE THAT THE BOY AND I DIDN'T END UP THE SAME WAY. PERHAPS HE HAD HIS INNOCENCE TO PROTECT HIM--AND I HAD... MY FAITH IN YOU AND ALL YOU STAND FOR."

BUT WHAT ***DO*** I STAND FOR NOW? WHICH REALITY WILL BE WAITING FOR US WHEN WE WALK THROUGH THOSE DOORS?

THE ONE WE WERE BORN INTO. I CAN FEEL IT. THE WORLD HAS... RESUMED ITS NORMAL COURSE. NO ONE WILL EVEN KNOW ANY OF THIS HAPPENED.

Y-YOU'RE WRONG, LADY. ***WE'LL*** KNOW.

THAT WE WILL, SON. WE'LL CARRY THE MEMORY OF THIS ***FOREVER.***

AND I PRAY THAT THE NEXT TIME THIS COUNTRY IS OFFERED A SEEMING UTOPIA OF MORAL PERFECTION--

--WE'LL BE THERE TO REMIND PEOPLE OF THE PAIN-- AND THE PRICE.

NEXT ISSUE: **THUNDERHEAD!**

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THE STATUE OF LIBERTY LIES LOST IN THE DARK OF A LATE SUMMER NIGHT, AS IF HIDING FROM THE EVENTS UNFOLDING ONLY A SHORT DISTANCE EASTWARD IN NEW YORK BAY.

THERE, OFF GOVERNOR'S ISLAND, A COAST GUARD CUTTER HAS BEEN BOARDED BY ARMED THUGS LED BY THE VILLAINOUS CONSTRICTOR--ITS FORWARD CANNON AIMED DIRECTLY AT THE NOW DORMANT WORLD TRADE CENTER!

AND THE ONLY HOPE OF KEEPING THAT GUN SILENT ONCE MORNING WORKERS FILL MYRIAD SKYSCRAPERS IS THE MAN WHO NOW SWIMS CAUTIOUSLY INTO DANGER'S VERY MAW: THE STAR-SPANGLED SENTINEL OF FREEDOM KNOWN AS... CAPTAIN AMERICA!

DEATHWATCH!

GOT TO BE CAREFUL, MAKE SURE I DUCK UNDER THOSE SEARCH-LIGHT BEAMS WHEN THEY PASS. ONE SPARKLE FROM MY CHAIN MAIL COSTUME AND A THOUSAND LIVES COULD BE LOST!

THE CONSTRICTOR'S THREATENED TO OPEN FIRE ON NEW YORK IF HE DOESN'T GET TEN MILLION DOLLARS, AND EVEN IF THE POLICE RISKED PANIC BY CORDONING OFF THE WORLD TRADE CENTER--

--THAT WOULD STILL LEAVE THE EMPIRE STATE BUILDING AND DOZENS OF OTHER PRIME BULL'S-EYES! NO, THE AUTHORITIES HAVE LITTLE CHOICE.

AND NEITHER DO I.

TERRORISM IS A DISEASE, AND IT CAN NEVER BE CURED BY FEEDING IT RANSOMS. LIKE ANY OTHER CANCER, IT HAS TO BE DESTROYED-- BY WHATEVER MEANS NECESSARY!

HMM, THIS ANCHOR CHAIN WOULD MAKE A PERFECT POINT OF ACCESS TO THE CUTTER.

BUT IF *I* CAN SEE THAT, SO CAN THE CONSTRICTOR! I'D BETTER USE THESE *SOFT MAGNETS* I PICKED UP FROM THE AVENGERS' ARSENAL.

SINCE THEY DON'T MAKE ANY TELLTALE CLANG WHEN THEY'RE ATTACHED--

--THEY SHOULD GIVE ME THE EDGE I NEED--

--TO GET ON BOARD WITHOUT ATTRACTING UNDUE ATTENTION!

UH-HUH. JUST AS I THOUGHT. TWO GOONS WATCHING THE ANCHOR CHAIN LIKE HAWKS.

OR SHOULD I SAY... *PIGEONS!*

≒WHNF!≒

≒AGK≒

THUB

SO MUCH FOR THE BIRDS.

NOW FOR THE TOP DOG!

AND SOON, IN A GREY-WALLED WHEELHOUSE...

CONTACT THE HELICOPTERS, CURTIS. WE WANT TO MAKE CERTAIN THAT WE CAN ESCAPE SHOULD ANYTHING GO WRONG.

SOMETHING'S ALREADY GONE WRONG, CONSTRICTOR--

EH?!

--AND YOU'RE *NOT* GOING TO ESCAPE!

CAPTAIN AMERICA!

BLAST YOU, AVENGER! YOU MAY HAVE THWARTED ME WHEN LAST WE MET--*

--BUT THIS TIME I'M NOT ALONE! CURTIS! YOUR RIFLE!

*IN CAPTAIN AMERICA #228--D.A.K.

POOM

CHUD

GET SERIOUS, CONSTRICTOR! LAST TIME, YOU GAVE ME YOUR BEST SHOT WITH THOSE ADAMANTIUM COILS OF YOURS--AND YOU FAILED!

DO YOU THINK A MERE *FIREARM* IS GOING TO STOP ME?

EROK

I GUESS THAT'S WHAT FROSTS ME MOST ABOUT PUNKS LIKE YOU--YOUR ARROGANCE!

JUST BECAUSE YOU'VE GOT A GUN, OR A BOMB, OR A FIST, YOU THINK INNOCENT PEOPLE ARE FAIR GAME!

YOU'RE NOT JUST ARROGANT, CONSTRICTOR--YOU'RE STUPID!

WHUNG

AND YOU, CAPTAIN, ARE OVERCONFIDENT!

YOUR LOWERED GUARD HAS ALLOWED ME A BRIEF MOMENT OF RESPITE!

PANK

AND IN THAT MOMENT, CAPTAIN, WE SHALL *SEE* WHO FAILS!

FORWARD TURRET! THIS IS THE CONSTRICTOR! ACTIVATE PLAN OMEGA!

FIRE THE CANNON!

KBLAM

THE CUTTER ROCKS...THE NIGHT SILENCE SPLITS WIDE...AND CAPTAIN AMERICA'S SOUL CHILLS, SQUEEZING HIS THROAT TIGHT AND STILLING HIS HEART FOR THE BRIEFEST OF MOMENTS...

...BEFORE HE REALIZES--

--THAT WASN'T THE CANNON!

THIS SHIP EXPLODED!

I...I DON'T UNDER-STAND!

NEITHER DO I, CONSTRICTOR! BUT I FIGURE I CAN ALWAYS SORT OUT THE PIECES--

--AFTER YOU AND YOUR TERRORIST SCUM ARE BEHIND BARS!

THROK

A SIGNAL IS GIVEN, AND A SQUADRON OF WAITING S.P.S STORMS ABOARD THE RAPIDLY LISTING CUTTER, MEETING LITTLE RESISTANCE.

WHILE NEARBY, ON A DESERTED STRIP OF PRIVATE BEACH, THREE WET-SUITED DIVERS EMERGE AND QUICKLY JOIN TWO MORE OF THEIR KIND...

BETTER GET THAT CAMERA GEAR STOWED AWAY, SMITTY. MARK, SET THE TRANS-CEIVER ON .095, AND PUNCH THE SCRAMBLER.

SIR? THIS IS *HANSON*. I TRUST THE VIDEO TRANSMISSION WAS ACCEPTABLE.

ALAS, NO. THE INFRA-RED FILTERS WEREN'T QUITE WHAT I'D HOPED. THE EXPRES-SIONS OF THE DROWN-ING VICTIMS WEREN'T NEARLY DISTINCT ENOUGH.

BUT AT LEAST THE *LIMPET MINE* YOU PLANTED ACCOMPLISHED OUR MAIN OBJECTIVE-- THE SALVATION OF NEW YORK CITY!

YOU MAY GATHER YOUR CREW AND RETURN NOW.

YES, SIR. HANSON OUT.

ON GOVERNOR'S ISLAND, THE CLEAN-UP CONTINUES, AS COSTUMED CRIMINALS ARE TRANSFERRED TO POLICE CUSTODY...

I'D LIKE TO THANK YOU AGAIN, CAP. WITHOUT YOUR HELP, THIS SITUATION COULD'VE GOTTEN REAL MESSY.

I APPRECIATE YOUR SENTIMENTS, LT. POWELL, BUT I'M AFRAID I HAD NOTHING TO DO WITH THAT EXPLOSION!

YOU *DIDN'T*? WELL, ISN'T THAT JUST DANDY? NOW I'VE GOT AN UNKNOWN SHIP-BOMBER ON MY HANDS! I GUESS PROVIDENCE DIDN'T THINK I HAD ENOUGH TROUBLE WITH A POTENTIAL *GANG WAR* ABOUT TO ERUPT!

GAMBLE AND FERRINI?

THAT'S RIGHT, CAP. THOSE MEN CONTROL MOST OF THIS CITY'S ORGANIZED CRIME. BUT WITH SO MANY OF THEIR OPERATIVES HAVING BEEN MYSTERIOUSLY MURDERED LATELY, THEY'RE AT EACH OTHER'S THROATS!

AND IF SOMETHING DOESN'T COOL THEM DOWN SOON, NEW YORK'S GOING TO BLOW HIGHER THAN THAT CUTTER!

BUT I GUESS THAT'S MY PROBLEM.

CRIME IS EVERYONE'S PROBLEM, LIEUTENANT.

MIND IF I HITCH A RIDE BACK TO THE MAINLAND?

40557

POLICE

HE DOESN'T.

AND SOON, AS A MUSCULAR, FLAG-CLAD FIGURE LETS HIMSELF INTO A PLEASANT APARTMENT IN BROOKLYN HEIGHTS...

I SUPPOSE I SHOULD BE CONTENT, THE CONSTRICTOR AND HIS THUGS WERE STOPPED WITHOUT THE LOSS OF A SINGLE INNOCENT LIFE.

BUT THAT EXPLOSION STILL BOTHERS ME.

THERE'S ANOTHER HAND IN THIS -- ONLY *WHOSE* IS IT?

I GUESS I COULD KEEP MY COSTUME ON, GO OUT LOOKING FOR CLUES, BUT TO BE PERFECTLY HONEST--

--I DON'T *WANT* TO. MY SECRET IDENTITY TAKES UP TOO MUCH TIME AS IT IS, AND I WANT TO KEEP WHAT'S LEFT OF MY PRIVATE LIFE INTACT. BESIDES--

--I'VE GOT *WORK* TO DO!

CAPTAIN AMERICA MAY HAVE PROBLEMS WITH ASSORTED CROOKS AND CRAZIES, BUT *STEVE ROGERS*, ASPIRING COMMERCIAL ARTIST, HAS TO FACE AN EVEN MORE UNRELENTING MENACE. ONE CALLED--

--A *DEADLINE!*

STEVE ROGERS SKETCHES-- ERASES-- SKETCHES AGAIN...

...WHILE SOME MILES DISTANT, NORTH OF YONKERS, A FAMILIAR, DARK-HUED VAN ENTERS THE GROUNDS OF A VAST PRIVATE ESTATE, AND PULLS UP BEFORE A LOOMING, EDWARDIAN STRUCTURE--

--AS EACH STEP OF ITS PROGRESS IS MONITORED BY DOZENS OF REMOTE-CONTROLLED VIDEO CAMERAS.

THE BLACK VAN DEPOSITS A SOLITARY FIGURE, THEN MOVES ON TO UNKNOWN BUSINESS.

STEPPING INSIDE THE MANSION, KENNETH HANSON --EX-SOLDIER, EX-MERCENARY, EX-MANY-THINGS-- PAUSES BRIEFLY TO SURVEY THE PAINTINGS AND SCULPTURES THAT ABOUND THERE...A MYRIAD ARRAY OF TREASURES BEYOND VALUE--

--THAT NOW LIE MOLDED IN COBWEBS AND DUST, FORGOTTEN, SLIGHTED.

ONCE, HE THINKS, THEIR OWNER TOOK PRIDE IN THEIR POSSESSION, PERHAPS EVEN JOY. BUT NOW, THAT OWNER CARES FOR NOTHING. NOTHING, EXEPT...

QUICKLY, KEN HANSON DISMISSES HIS TRAIN OF THOUGHT. IT WILL TAKE HIM NOWHERE.

IT IS HIS ROOM.

HE SIGHS SHALLOWLY--IT'S GOOD TO BE HOME--AND THEN REMOVES HIS SLICK, RUBBERY WET-SUIT, REPLACING IT WITH CLOTHING FAR MORE APPROPRIATE TO HIS OFFICIAL POSITION--

--THE VESTED SUIT AND SILKEN TIE THAT WILL EVER BE THE UNIFORM OF--

HIS FOOTSTEPS, HOWEVER, DO TAKE HIM TO A ROOM, A MODEST ROOM, BOTH COMFORTABLE AND FREE OF THE DIRT AND DECAY THAT PERVADE THE REST OF THE HOUSE.

--THE BUTLERING TRADE!

MOMENTS LATER, KENNETH HANSON, BUTLER, RAPS ON A DOOR AT THE TOP OF A LONG, CARPETED STAIRWAY--

YES. COME IN.

--AND ENTERS THE ONLY OTHER DUST-FREE ROOM IN THE BUILDING, A LOFTY CHAMBER DEVOTED TOTALLY TO VISUAL STIMULATION, A VERITABLE VIDEO CATHEDRAL THAT IS RARELY, IF EVER, VACATED BY ITS PRIME OCCUPANT--

--MR. SAMSON SCYTHE!

HELLO, HANSON. I'M SO GLAD TO SEE YOU.

:YAWN:

I TRUST YOU'VE BROUGHT NOURISHMENT FOR BOTH MYSELF AND FUR-PERSON?

YES, SIR. THE PET SHOP GOT A NEW SHIPMENT OF ALBINOS IN JUST THIS AFTERNOON.

The PET SHOP

OH, GOOD. DID YOU HEAR THAT, FUR-PERSON?

PRRRROWR

MR. SCYTHE, ARE YOU SURE I CAN'T GET YOU SOMETHING TO EAT? SOME SOUP, PERHAPS? IT WOULDN'T BE ANY TROUBLE.

THANK YOU, HANSON, BUT NO. I FIND FOOD SO ...BORING.

OF COURSE, SIR, I'LL HAVE YOUR *INTRAVENOUS* SOLUTION PREPARED IN A MOMENT.

TAKE YOUR TIME. ÷OOWMM÷

BY THE WAY, HANSON, THE VIDEO-TAPES OF OUR PAST EFFORTS ARE BECOMING INCREASINGLY TEDIOUS. WILL THE LATEST PROJECT BE READY SOON?

I BELIEVE SO, SIR. THE INFILTRATION GROUP FINISHED SETTING UP THEIR MINI-CAMS AT THE HEARTH CLUB THIS AFTERNOON.

EVERYTHING SHOULD BE "GO" FOR TOMORROW.

THAT'S FINE, HANSON.

AND NOW, FUR-PERSON, IT'S TIME FOR YOUR SNACK.

PRRRP?

LOOK, HANSON. ALREADY, YOU CAN SEE IT IN THE CREATURE'S EYES.

IT KNOWS.

SQUEE

SQUEE

SEE HOW ITS PUPILS DILATE? HOW IT SQUIRMS? IT SENSES--

SQUEEEEEE

--DEATH!

YES!

DEATH!

RROWR

Y...YES, SIR. GULP

MMMMM. WASN'T THAT EXQUISITE?

SNAP

MORNING COMES EARLY-- TOO EARLY FOR STEVE ROGERS. HE HARDLY HAS TIME FOR HOT TOAST--

BRRRRRRNG

--AND A COLD SHOWER--

--BEFORE HIS APPOINTMENT WITH THE ART DIRECTOR OF MANHATTAN'S HOTTEST NEW ADVERTISING AGENCY "CONCEPT, INC."...

GOOD MORNING, MR. ROGERS--

--THIS WAY, PLEASE. MS. CLANCY IS EXPECTING YOU.

THANK YOU.

CONCEPT INC.

WELL, THIS IS IT. "CONCEPT, INC." HAS SOME HUGE ACCOUNTS-- AND THAT COULD MEAN QUITE A MEAL TICKET IF THEY LIKE MY WORK.

MS. CLANCY? MR. ROGERS.

ART Director

HOW DO YOU DO, MS. CLANCY?

PLEASE, STEVE. CALL ME *IRENE.*

ART D

I'VE HEARD A LOT ABOUT YOU--YOU'RE CAUSING QUITE A STIR AMONG CERTAIN ELEMENTS OF THE ADVERTISING WORLD.

WOULD YOU CARE TO...SHOW ME YOUR STUFF?

HMM, NICE. VERY NICE. YOU JUST MAY HAVE A FUTURE AT "CONCEPT, INC.", STEVE.

I LIKE WHAT I SEE.

AND YOUR ARTWORK'S NOT BAD, EITHER. WHY DON'T WE CONTINUE THIS DISCUSSION TONIGHT? SAY, OVER DRINKS, DINNER AND...WHATEVER?

WELL, UM, ACTUALLY, I SORT OF HAVE PLANS FOR TONIGHT.

I'M SURE YOU UNDERSTAND.

INDEED. I'M SORRY, MR. ROGERS, BUT I'M AFRAID YOU'RE NOT QUITE WHAT WE'RE LOOKING FOR RIGHT NOW. MS. PEMBERTON WILL SHOW YOU OUT.

BUT, I-- I-I MEAN, I THOUGHT ...OH. GOOD-DAY, MS. CLANCY.

I GUESS I SHOULD BE USED TO THIS BY NOW. AFTER BEING FROZEN IN SUSPENDED ANIMATION FOR SEVERAL DECADES,* MY MIND *IS* MORE IN TUNE WITH THE '40S THAN THE '80S. BUT STILL...

...THINGS SEEMED SO MUCH *SIMPLER* BACK THEN.

RT DI

*IN THE NOW-CLASSIC AVENGERS #4.

THE DAY AGES SLOWLY, AND AS LUNCHTIME ARRIVES AT THE HEARTH CLUB ON EAST 52ND STREET...

SORRY, FOLKS, THE HEARTH'S CLOSED TODAY. TRY AGAIN TOMORROW.

THE HEARTH CLUB

THE REASON FOR THAT CLOSING IS A PRIVATE PARTY. SPECIFICALLY, A BIRTHDAY FÊTE HONORING NEW YORK CRIME BOSS, CARLO FERRINI.

I WANNA THANK YOU GUYS AGAIN FOR THIS BIRTHDAY BASH. IT'S SWELL.

AN' I PROMISE THAT IN THE COMIN' YEAR, I'LL TAKE OUR ORGANIZATION TO NEW HEIGHTS!

AN' IF THAT HAIRBALL, GAMBLE, TRIES TO STOP ME--

-- I'M GONNA TAKE *HIM* TO AN EARLY *GRAVE!*

THE APPLAUSE THAT FOLLOWS IS SPONTANEOUS, AND IS PICKED UP BY RECEPTORS ATTACHED TO THE DOZEN MINI-CAMS HIDDEN AROUND THE HEARTH CLUB'S INTERIOR.

FROM WHICH IT IS TRANSMITTED--

--TO A CERTAIN DUST-FREE ROOM NORTH OF YONKERS...

WATCH CLOSELY, FUR-PERSON. IT'S ABOUT TO BEGIN.

HEY! THE FOOD'S HERE!

OKAY, THEN I'LL STOP TALKIN' AN WE CAN START EATIN'!

JUST AS SOON AS I CARRY ON THE TRADITION OF CARVIN' THE FIRST SLI--

--IIIIYYAAAAHH!

KZZZH HZZ HZ

WH-WHAT'S GOIN' ON?!
I DUNNO! COVER THE DOORS!
OH, YES!
Y-Y-YES!
YES!
MRRRP
AAAAAHH. LOVELY.
HEY! THIS AIN'T NO BIRD!
IT'S A HOLLOW SHELL! AN' INSIDE--SOME SORTA BATTERY! MUST BE CARRYIN' A COUPLA THOUSAND VOLTS!
HE...HE'S DEAD!
GAMBLE'S BEHIND THIS! HE HASTA BE!
AWRIGHT, THEN, IF IT'S A WAR HE WANTS--HE'S BLOODY WELL GOT ONE!
TWO HOURS LATER, AT MANHATTAN'S ELEVENTH PRECINCT...
11th PRECINCT
POLICE
EXCUSE ME, COULD YOU PLEASE DIRECT ME TO LT. POWELL'S OFFICE?
IN A MINUTE, BUDDY. I'M KINDA BUSY.
I UNDER-STAND, OFFICER, BUT IT *IS* RATHER IMPORTANT.
LOOK, PAL, JUST HOLD YER HORSES! WHO DO YA THINK YA ARE, CAPTAIN AMERICA?
AS A MATTER OF FACT, YES.
WELL, WELL. SO YOU ARE. IT'S, UH, DOWN THAT HALL, THIRD ON YOUR LEFT.
THANKS.
DON'T MENTION IT.

AND SOON...

HELLO, CAP. I APPRECIATE YOUR COMING DOWN. THIS IS SEAN GAMBLE.

WE'VE MET.

ON OCCASION.

DETECTI
POWE

TULA
BAD SEED
TERROR
TOMMY

CAP CLOSES THE DOOR, AND LISTENS INTENTLY TO THE DETAILS OF CARLO FERRINI'S MURDER, AFTER-WHICH...

DOESN'T SOUND LIKE A MOB HIT TO ME. BUT STILL, THERE COULD BE A RETALIATION.

I TEND TA CONCUR.

DE UNTIMELY DEMISE O' MY BUSINESS RIVAL COULD CAUSE UNFORTUNATE REPERCUSSIONS WIT'IN DE INDUSTRY.

AN' AS A CONCERNED NEW YORKER, I'D LIKE TA SEE DE PERPETRATOR SKRAGGED--ER, APPREHENDED--AS SOON AS POSSIBLE.

IN THAT CASE, MR. GAMBLE, PERHAPS YOU CAN HELP.

WITH FERRINI DEAD, *YOU* MAY WELL BE THE NEXT TARGET. BUT IF YOU'D CARE TO OFFER YOURSELF AS *BAIT* FOR THE KILLER...?

HOW ABOUT IT, GAMBLE?

LIEUTENANT, A LAW-ABIDIN' CITIZEN IS ALWAYS HAPPY TA DO HIS CIVIC DUTY.

BUT YOU'LL HELP ANY-WAY...?

VERY CUTE, CAPTAIN. I SHALL REMEMBER DAT.

IN THE NEXT FEW DAYS, CAPTAIN AMERICA PLAYS A GAME OF "HIDE AND SEE," TAILING SEAN GAMBLE FROM DAWN TO DUSK... AND BACK AGAIN.

HE KNOWS THAT GAMBLE HAS CHANGED HIS PATTERN OF LIVING, HAS ALTERED ACTIVITIES AND BUSINESS DEALINGS TO TEMPORARILY ELIMINATE ANY INCRIMINATING ELEMENTS...

...AND HE MAKES A MENTAL NOTE TO REPEAT HIS SURVEILLANCE, CLANDESTINELY, ONCE THE SMUG CRIME LORD HAS RETURNED TO HIS NORMAL OPERATIONS.

BUT FOR NOW, HE DOES HIS JOB.

OUT OF ORDER

AND HE DOES IT WELL.

EVEN THOUGH, AT THE END OF THE THIRD DAY, THE RESULTS OF THAT PERSEVERANCE SEEM LESS THAN ENCOURAGING...

I HATE TO ADMIT IT, BUT THERE'S ALWAYS THE CHANCE WE COULD BE ON THE WRONG TRACK.

IT'S BEEN THREE DAYS, AND SO FAR I HAVEN'T SEEN A SINGLE THING OUT OF PLACE.

NOT ONE ELEMENT THAT COULD POINT TO--

--JUST A MOMENT! THE ELEVATOR GAMBLE'S USING! IT'S THE ONE THAT'S BEEN OUT OF ORDER ALL WEEK!

I KNOW ELEVATORS GET REPAIRED ALL THE TIME, BUT THAT'S TOO MUCH OF A COINCIDENCE! MY EVERY INSTINCT TELLS ME--

"--IT'S A *TRAP!*"

HANSON DID HIS USUAL BEST, FUR-PERSON.

SEE HOW CLEAR THE RECEPTION IS? OHHH, THIS IS GOING TO BE DELIGHT-FUL!

WHILE IN MANHATTAN, ELEVATOR DOORS HISS OPEN, BUT BEFORE SEAN GAMBLE AND HIS PARTY CAN ENTER THE CAR...

WHAT THE--?!

IT'S CAPTAIN AMERICA!

KAREEESH

LOOK OUT!

IN THE MANSION OF SAMSON SCYTHE, A BUTTON IS PUSHED; IN A MANHATTAN ELEVATOR, A FALSE FLOOR FALLS DOWNWARD--

NO, YOU IDIOTS! DON'T SHOOT!

--EXPOSING A DEADLY BED OF RAZOR-EDGED, STAINLESS STEEL SPIKES!

HE'S ON OUR SI--

GET BACK, BOSS!

WHA--?!

WE'LL SAVE YA!

BDAM

LOOK, FUR-PERSON! HE'S FALLING! OH, MY!

OH, MY!

PRRRP

HOWEVER, CAPTAIN AMERICA QUICKLY PUSHES PAST GAMBLE'S BODYGUARD, GRASPING THE TEETERING GANG LEADER BY A LAPEL AND HURLING HIM HURRIEDLY OUT OF DANGER!

UNFORTUNATELY, THE PRICE OF THAT HEROIC ACT--

WHUP--!

--IS HIS OWN BALANCE!

THE FLOOR OF THE SHAFT-- STUDDED WITH METAL SPIKES!

COMING UP FAST!

WHY...THAT'S CAPTAIN AMERICA! BUT WHAT IS *HE* DOING THERE?

LT 2

MRRWP?

WHAT HE'S DOING--BY MANEUVERING HIS SUPER-STRONG ALLOY SHIELD BETWEEN HIMSELF AND A FLOORFUL OF NEEDLE-SHARP KNIVES--IS SAVING HIS LIFE!

CHAK

SPANGK

BARELY!

AND, IN THE AFTERMATH OF THAT SAVE...

GAMBLE'S NOT TALKING, CAP.

HE DOESN'T HAVE TO, LIEUTENANT.

THAT TRAP, ALONG WITH THE CAMERAS WE FOUND IN THE SHAFT AND HALL-WAY, TELL ME EVERYTHING I NEED TO KNOW--MAINLY, THAT THIS INCIDENT WAS SOMETHING MORE *SINISTER* THAN AN AT-TEMPTED GANGLAND EXECUTION!

AND THAT INCIDENT IS NOT YET OVER, AS...

DON'T APOLOGIZE, HANSON. THE GAMBLE PROJECT MAY HAVE FAILED, BUT IT HAS SPARKED SOME-THING OF AN INSPIRATION. TELL ME, DO I STILL OWN ANY BANKS IN MANHATTAN?

WHY, YES, SIR. SEVERAL.

GOOD. THEN I BELIEVE IT'S ABOUT TIME THAT ONE OF THEM...GOT *ROBBED!*

THE NEXT DAY IS BRIGHT AND SUNNY, JUST PERFECT FOR CYCLING IN CENTRAL PARK--WHICH IS EXACTLY WHAT STEVE ROGERS AND BERNADETTE ROSENTHAL, STEVE'S NEIGHBOR AND CURRENT SOCIAL COMPANION, HAVE TAKEN THE DAY OFF TO DO.

THIS WAS A TERRIFIC IDEA, STEVE. I HAVEN'T BEEN ON A BICYCLE SINCE I WAS IN COLLEGE.

I'LL ADMIT TO BEING MORE FAMILIAR WITH *MOTORCYCLES* MYSELF, BERNIE. BUT THIS IS MORE FUN.

TO SAY NOTHING OF PROVIDING SOME MUCH-NEEDED RELAXATION AFTER THE EVENTS OF THE LAST FEW DAYS.

UH-HUH. AND YOU KNOW, I'VE JUST COME UP WITH THE PERFECT ENDING FOR SUCH A PERFECT DAY. YOU'VE NEVER SEEN MY GLASS-BLOWING WORK, HAVE YOU?

YOU MEAN, "BERNIE'S BOTTLES--GLASS WITH CLASS"?

CUTE. THEN WHY DON'T WE GO TO MY PLACE LATER, AND I'LL SHOW YOU MY "R"-RATED CRUETS?

SOUNDS LIKE AN OFFER I CAN'T REFU--

BUT THEN...

THAT'S RIGHT, HIPPIES AN' CHIPPIES, WE JUST GOT A BULLETIN FROM THE MAN SAYIN' THERE'S A BANK ROBBERY COMIN' DOWN AT THE ARKHAM TRUST AT 79th AN' COLUMBUS. SO STAY COOL AN' STAY CLEAR, YA DIG? NOW, BACK TO THE EXCITIN' NEW WAVE SOUNDS OF *STILLBORN*, WITH THEIR LATEST SINGLE--

UM, SAY, BERNIE, I JUST REALIZED THAT I'M SO HUNGRY I COULD ALMOST EAT A BIG MAC! HOW ABOUT RACING ME TO THE 72nd STREET ENTRANCE--LOSER BUYS LUNCH?

STEVE ROGERS, YOU'RE ON! AND TO MAKE THINGS INTERESTING--

--THE WINNER GETS TO PICK THE RESTAURANT!

COME ON, LADY, DON'T LET UP NOW! THE ENTRANCE IS JUST AROUND THIS CORNER!

AND I'M DYING TO KNOW WHAT HOT DOGS ARE LIKE AT "21"!

TA-DAA! LOOKS LIKE THE TREAT'S ON YOU, STEVE!

STEVE?

HEY, HE'S NOWHERE IN SIGHT! BUT I COULDN'T HAVE BEEN *THAT* FAR AHEAD!

GUESS HE MUST'VE GOTTEN LOST. FUNNY, I'VE NEVER THOUGHT OF STEVE AS THE KIND OF MAN WHO LOSES DIRECTION...

BUT STEVE ROGERS HAS NEVER LOST DIRECTION. DURING EVERY SECOND OF THE TIME SPENT HIDING HIS BIKE, AND SHUCKING HIS OUTER CLOTHING, HE KNEW EXACTLY WHAT HIS DIRECTION WAS: NORTHWEST--

--TO THE 79th STREET BRANCH OF THE ARKHAM TRUST!

BUT WE ALREADY GOT THE LOOT, MR. HANSON! WHAT'RE WE WAITIN' AROUND FOR?

FOR AS LONG AS IT TAKES, McKAY. YOU MIGHT SAY THAT I'M EXPECTING--

KACHEESH

--COMPANY!

CAPTAIN AMERICA!

GO GET 'EM, CAP!

I'M AT SOMETHING OF A DISADVANTAGE WITHOUT MY SHIELD, BUT IT'S A FACT OF LIFE THAT I CAN'T SNEAK IT ALONG *EVERY* TIME I'M IN MY CIVILIAN IDENTITY!

THRAP

GUESS I'LL HAVE TO MAKE DO WITH FISTS AND FEET FOR THE TIME BEING!

K-CHUD

AND CAP "MAKES DO" QUITE WELL, SENDING THREE OF THE FOUR THIEVES INTO UNCONSCIOUSNESS BEFORE A SINGLE SHOT CAN BE FIRED--

--AND LEAVING KEN HANSON TO FLEE ALONE THROUGH A DESERTED ALLEYWAY...

JUST A FEW MORE STEPS, AND--

--BLAST! HE HAD A GETAWAY BIKE STASHED IN THE ALLEY! AND MY OWN WHEELS* ARE BACK IN BROOKLYN!

DOWNS BUILDING

*CAP'S CUSTOM MOTORCYCLE--SEE CAPTAIN AMERICA #259 FOR DETAILS.

GOT TO RELY ON THE EXTRA STRENGTH AND AGILITY I GAINED FROM TAKING THAT *SUPER-SOLDIER SERUM* BACK IN WORLD WAR II. THEY--

--ALONG WITH SELECTED FLAGPOLES, SIGNAL FIXTURES AND BUILDING LEDGES--

SPOING

--SHOULD HELP ME KEEP THAT BIKER IN SIGHT UNTIL HE REACHES HIS--

--WELL, WHAT DO YOU KNOW? A *MOBILE* HIDEOUT! PRETTY CLEVER.

IT'S A NEAT TRICK-- BUT IT'S NOT GOING TO WORK!

HE JUST RIDES INTO THAT TRAILER, AND THE WHOLE TRUCK DRIVES INNOCENTLY PAST POLICEMEN LOOKING FOR A MOTORCYCLE!

NOT IF *I* CAN HELP IT!

SWIFTLY, CAPTAIN AMERICA DIVES UNDER THE LOWERING DOOR--

--BUT, INSIDE...

WHA--A PAIR OF GOONS! PINNING MY ARMS! IT'S AS THOUGH THEY WERE *WAITING* FOR ME.

GOOD AFTERNOON, CAPTAIN.

I AM *SAMSON SCYTHE*, AND I DO HOPE YOU APPRECIATE THE EFFORT I'VE MADE TO BRING ABOUT THIS MEETING. I RARELY LEAVE HOME AT ALL THESE DAYS--

--BUT I FELT IT VITAL THAT I SPEAK WITH YOU PERSONALLY. IN FACT, THAT ENTIRE BANK ROBBERY WAS SIMPLY A RUSE MEANT TO LURE YOU HERE.

YOU SEE, YOU'VE BEEN MEDDLING IN MY AFFAIRS LATELY--MOST RECENTLY IN THE SEAN GAMBLE PROJECT--AND I'D LIKE YOU TO STOP.

YOU'LL HAVE TO FORGIVE MY IMPERTINENCE, MISTER, BUT I *ALWAYS* MEDDLE IN LITTLE THINGS LIKE MURDER!

"MURDER"? I'M AFRAID HE DOESN'T UNDERSTAND AT ALL, FUR-PERSON.

CAPTAIN, THE PEOPLE I KILL ARE CRIMINALS. THEY DESERVE TO DIE. IN A WAY, MY TARGETS ARE THE SAME AS YOUR OWN.

PDRRP

MAYBE SO, SCYTHE, BUT THAT'S WHERE THE SIMILARITIES END. BECAUSE *I* GO BY THE LAW! I OBEY IT, I FOLLOW IT, I UPHOLD IT!

AND THE LAW SAYS THAT *EVERYONE* HAS A RIGHT TO LIVE!

HOW IRONIC THAT YOU SHOULD CHOOSE THAT TERMINOLOGY, CAPTAIN. BECAUSE *LIVING* IS PRECISELY WHAT THIS IS ALL ABOUT! BUT PERHAPS THAT WILL BECOME MORE CLEAR... ONCE YOU KNOW HOW IT ALL *BEGAN*!

"I WAS BORN, THREE AND A HALF DECADES AGO, WITH THE PROVERBIAL SILVER SPOON IN MY MOUTH. MY PARENTS WERE RICH; THEY HAD EVERYTHING. AND THEY SAW TO IT THAT I, IN MY GROWING YEARS, HAD THE SAME.

"SO THAT BY THE TIME I HAD REACHED MY TEENS, I HAD BEEN EVERYWHERE, HAD SEEN AND DONE IT ALL. I WAS, IN A WORD, BORED.

"BORED TO TEARS, TO DISTRACTION... TO DISMAY.

"IN AN EFFORT TO ESCAPE THE SUFFOCATING ENNUI THAT HAD TAKEN OVER MY EXISTENCE, I ENLISTED IN THE ARMY.

US ARMY

"BUT EVEN THAT WAS LITTLE HELP. MY BLASÉ ATTITUDES KEPT ME CAST IN MENIAL DUTIES--AND CAN YOU IMAGINE ANYTHING *LESS* INTRIGUING THAN A FOULED LATRINE?

"BUT AT LAST THERE CAME SALVATION-- I WAS ASSIGNED TO A TOUR OF DUTY IN *SOUTH-EAST ASIA!* AND IT WAS THERE THAT SOMETHING VERY STRANGE OCCURRED: I FOUND MYSELF FASCINATED BY ONE BASIC, ELEMENTAL PHENOMENON-- *DEATH!*

"WHENEVER I WITNESSED SOMEONE DYING, MY PULSE WOULD RACE, MY ADRENALIN WOULD FLOW, AND FOR THE FIRST TIME IN YEARS I FELT... WELL... *ALIVE!*

"BUT THEN, JUST WHEN I HAD FOUND A CURE FOR THE INFERNAL BOREDOM THAT THREATENED TO ENGULF MY WHOLE BEING, TRAGEDY STRUCK!

"THE WAR ENDED.

VIETNAM WAR OVER

PEACE TALKS CONCLUDED

"I RETURNED TO AMERICA--AND TO TEDIUM.

"OH, THE PSYCHOLOGISTS HAD FANCY NAMES FOR IT, BUT THE BOTTOM LINE WAS THAT THERE WAS NOTHING IN THIS WORLD THAT I FOUND STIMULATING.

"FOOD BORED ME, WOMEN BORED ME, EVEN THE VERY ACT OF MOVING ABOUT BORED ME.

"MY INTEREST IN SOCIETY DWINDLED--AND SOCIETY'S INTEREST IN ME SOON FOLLOWED.

"I BECAME A RECLUSE, A HERMIT. MY ONCE-PROUD ESTATE FELL INTO THE DECAY OF NEGLECT, AND MY ONCE-SOUND BODY, AS IF IN SYMPATHY, DETERIORATED RAPIDLY.

"EVENTUALLY, I FOUND MYSELF CONFINED TO A WHEELCHAIR, WITH MY MEALS FED TO ME THROUGH A TUBE... FOR THE MOST ENTHUSIASM I COULD MUSTER TOWARDS CONTINUING MY EXISTENCE WAS A RATHER POORLY-STIFLED YAWN.

"AND THEN, ON THE VERY DAY MY BUTLER--MY LAST LINK TO THE OUTSIDE WORLD--GAVE NOTICE, I WAS VISITED BY AN OLD FRIEND FROM THE ARMY: *KENNETH HANSON.*

"HANSON HAD ALSO BEEN HAVING TROUBLE ADJUSTING TO CIVILIAN LIFE, AND HAD COME ASKING FOR A HANDOUT. INSTEAD, I GAVE HIM MY BUTLER'S JOB.

"THE ARRANGEMENT WORKED WELL. WE UNDERSTOOD EACH OTHER.

"IN FACT, HANSON TOOK A GREAT DEAL OF INTEREST IN MY...CONDITION.

"SO MUCH SO THAT HE EVENTUALLY OFFERED A SUGGESTION FOR TREATMENT. AT FIRST, THE IDEA REPULSED ME. BUT AT LAST, I AGREED.

"AND SO, ONE CLOUDY AUTUMN NIGHT, HANSON AND A HIRED GUNMAN WENT TO CENTRAL PARK WHERE, WITH MINIMAL EFFORT, THEY ENCOUNTERED A MUGGER WHO HAD JUST ATTACKED SOME INNOCENT STROLLERS. THE GUNMAN SHOT HIM DEAD.

"WHILE NEARBY, HANSON CAUGHT THE ACT WITH A MINIATURE VIDEO CAMERA--

"--AND I, WATCHING ON A MONITOR SCREEN AT HOME, EXPERIENCED AN EXHILARATION, A SURGING OF EMOTION THAT I HAD NOT FELT FOR FAR, FAR TOO LONG!"

SINCE THEN, I HAVE SET UP A VAST NETWORK OF SPIES AND OPERATIVES--

--MONEY *DOES* TALK, YOU KNOW--

--AND HAVE ELIMINATED NUMEROUS OTHER OBVIOUSLY UNACCEPTABLE CITIZENS. WHY, MY LITTLE HOBBY HAS EVEN HELPED SOCIETY IN OTHER WAYS, FOR INSTANCE, STOPPING THAT EXTORTION ATTEMPT BY THE CONSTRICTOR SEVERAL DAYS AGO.

OF COURSE, I *DID* HAVE SOMETHING OF AN ULTERIOR MOTIVE--HAD MANHATTAN BEEN SHELLED, I WOULD NEVER HAVE BEEN ABLE TO WATCH *ALL* THE VICTIMS DIE--BUT THE RESULTS WERE WHAT MATTERED, WEREN'T THEY?

MISTER... I *ALMOST* PITY YOU.

YES, I WAS RATHER AFRAID YOU'D SEE THINGS THAT WAY. VERY WELL, THEN I SHALL TELL YOU OF MY INSPIRATION.

IT OCCURRED TO ME THAT IF WATCHING CRIMINALS DIE WAS SO FULFILLING, WHAT WOULD IT BE LIKE TO WATCH... A *HERO* DIE?

IF YOU'D CARE TO SATISFY MY CURIOSITY, CAPTAIN, MY ESTATE IS IN EDGEWOOD, AND UNLESS YOU WISH THE DEATHS OF COUNTLESS POLICEMEN ON YOUR CONSCIENCE--

--DO COME ALONE, HMM?

A SECOND DOOR! SLIDING DOWN BETWEEN ME AND SCYTHE!

BUT I CAN'T LET THAT MADMAN GET AWAY!

THOK!

HAVE TO USE THESE GOONS FOR LEVERAGE, SWING MY FEET UP AND KICK HANSON'S BIKE--

--UNDER THE DOOR BEFORE IT CLOSES!

KRUNNCH

NOW TO USE THE MOMENTUM OF MY RETURN SWING TO TAKE THESE MUSCLE-BOUND BOOK-ENDS OUT--

REMP

BAP!

--AND THEN PRY THIS SLIDING BARRIER BACK UP BEFORE--

--BLAST! THEY'RE BOTH GONE! MUST'VE HAD AN EMERGENCY ESCAPE ROUTE PLANNED IN ADVANCE!

CAP, OLD MAN, IT LOOKS LIKE YOU HAVE A DECISION TO MAKE.

BUT EVEN BEFORE THE THOUGHT IS FULLY FORMED--

--THE DECISION HAS ALREADY BEEN MADE!

AND LATER, AS A SETTING SUN LIMNS THE WESTERN HORIZON, A SLEEK AVENGERS QUINJET SKIMS OVER THE EDGEWOOD ESTATE OF SAMSON SCYTHE--

--SWOOPING IN LOW TO LAND ON A SIDEYARD GREEN--

--WHERE BOTH VEHICLE AND PILOT ARE OBSERVED--

--AND WELCOMED!

AH, CAPTAIN, I'M PLEASED THAT YOU'VE ACCEPTED MY INVITATION. I DO HOPE YOU ENJOY YOUR VISIT, EVEN IF IT WILL BE...A SHORT ONE!

A TV SCREEN-- IN A *TREE*?! I'D BETTER STAY ALERT. THERE'S NO TELLING WHAT OTHER SURPRISES SCYTHE HAS IN--

--STORE...?

GRRRANK

GRRANNGG

MECHANICAL DOGS! MUST BE SCYTHE'S EXTERIOR SECURITY SYSTEM!

AND THOSE FANGS LOOK RAZOR-SHARP! JUST PERFECT FOR RIPPING AN INTRUDER APART WHILE SCYTHE CACKLES IN FRONT OF A TV SCREEN!

BUT THIS TIME MY "HOST" IS GOING TO BE DISAPPOINTED! BECAUSE STRONG AS HIS ROBOT CANINES MAY BE--

SWOK

--MY SUPER-ALLOY SHIELD IS STRONGER!

KATASH

KWOK

CAUTIOUSLY, CAPTAIN AMERICA MAKES HIS WAY TO THE MAIN HOUSE.

WITH EQUAL CAUTION, HE ENTERS.

AND INSIDE, THOUGH HIS NOSTRILS REBEL AT THE OVERPOWERING REEK OF DECLINE AND DECAY, HE KEEPS ALL SENSES OPEN--

--SEARCHING FOR CLUES, FOR WARNINGS--

--AND FINDING INSTEAD...

YOU WERE MOST IMPRESSIVE AGAINST MY GUARD HOUNDS, CAPTAIN. BUT I MUST TELL YOU--

--THAT I'VE PREPARED OTHER, SHALL WE SAY, "AMUSEMENTS" ALONG THE WAY. I TRUST THAT WON'T DETER YOU, THAT YOU'LL STILL COME UP AND ARREST ME...

...IF YOU CAN!

SCYTHE'S TONE IS TOO COMPLACENT, TOO SURE. HE'S ABOUT TO SPRING SOMETHING! BUT WHA--

--A SOUND! LIKE GRATING METAL! OVER--

--THERE! STEEL SHUTTERS SLIDING DOWN OVER THE WINDOWS!

AND THE DOORS!

KLANNNGG

SHLAK

AND NOW SOME SORT OF CHUTE'S OPENING IN THE CEILING, DROPPING--

--DUST! ÷GAGK KOFF÷ TONS OF IT!

CORRECT, CAPTAIN. BUT IF IT WILL MAKE YOU FEEL BETTER, THAT ISN'T COMMON, GARDEN VARIETY DIRT THAT'S KILLING YOU--

--IT'S GOLD DUST!

THEN YOU'VE JUST MADE AN EXPENSIVE MISTAKE, SCYTHE! BECAUSE I'M NOT GOING TO DIE FOR YOU--OR FOR *ANYONE!*

BLAST! SHUTTERS MUST BE MADE OF REINFORCED TITANIUM!

SSSWAAK

I COULD PROBABLY ÷KOFF÷ BATTER MY WAY THROUGH EVENTUALLY, BUT TIME IS SOMETHING I DON'T HAVE! ÷K-CHUFF÷

I'VE GOT TO GET OUT ÷K-KOFF÷ FAST! AND SINCE THE DOORS AND WINDOWS ARE SEALED ÷GAK÷ THAT NARROWS MY OPTIONS ÷KOFF÷ TO *ONE!*

USING A STURDY CHANDELIER AS A STARTING POINT, CAP BRACES HIS SHIELD ABOVE HIS HEAD, USING IT TO DEFLECT THE FALLING TORRENT AS HE FORCES HIS WAY UPWARD--

--LITERALLY PUSHING HIMSELF THROUGH THE GLITTERING, CASCADING TONNAGE, MUSCLES STRAINING, LUNGS BURNING, UNTIL AT LAST--

--HE PULLS HIS QUIVERING BODY THROUGH THE CHUTE OPENING AND STUMBLES, WRACKED WITH SPASMODIC COUGHING, INTO THE MACHINE-CLUTTERED CRAWLSPACE ABOVE!

IT SEEMS WE'VE LOST THE GOOD CAPTAIN, HANSON. WHAT A SHAME. =YAWN=

THIS WAS *ALMOST* GETTING TO BE EXCITING.

WAIT, SIR, WE HAVEN'T LOST HIM YET! LOOK AT THE MONITOR FROM THE ROOFTOP CAMERAS!

IT WAS TOUGH SCALING THE OUTSIDE WALL, ESPECIALLY AFTER MY BATTLE WITH THAT GOLDEN "SHOWER"!

BUT SINCE SCYTHE SAID FOR ME TO COME *UP* TO ARREST HIM, THIS TOWER SECTION SEEMS TO BE THE MOST LIKELY--

WAAOOOONNNG

--AGGGH!

S-S-SOUND! PIERCING! C-CUTTING THROUGH MY SKULL!

R-RIPPING MY BRAIN APART!

GOT TO STOP IT! B-BUT WHERE'S IT COMING FROM? TH-THERE AREN'T ANY *SPEAKERS!*

A-AND THE PAIN! G-GETTING STRONGER! *STRONGER!*

YYAAAHHAAGHH!

I-I HAVE TO DO SOMETHING -- AND SOON! THE PAIN IS REACHING... BLACKOUT LEVEL!

BUT WHAT? I-IF I CAN'T FIND THE SOURCE, I --

OH, I DO HOPE HE DOESN'T JUMP FROM THE ROOF, HANSON. THAT WOULD END THINGS MUCH TOO QUICKLY.

YES, SIR.

--HUH? CRACKS! F-FORMING IN THE ROOF! RADIATING... F-FROM THE BASES OF THOSE STATUES!

I-IT'S NOT M-M-MUCH TO GO ON...

...B-BUT CONSIDERING ...TH-THAT'S ALL I'VE G-GOT...

RRR

SWACK

SWACK

...I-I MIGHT AS WELL... GIVE IT A TRY!

WONNG

THE STATUES WERE FAKES! TH-THEY WERE CONCEALING... METAL RODS...!

V-VIBRATING ...ACTING TOGETHER L-LIKE A TUNING FORK... TO CREATE SONIC WAVES!

WONNG

I-I REMEMBER... THAT THE BEST WAY TO STOP A TUNING FORK... IS TO DAMPEN IT!

BUT I'M AFRAID... TH-THE ONLY THING AROUND HERE... THAT CAN DO THAT--

WOWWWGGGGGGGGGGG

--IS ME!

TENSING HIS ALREADY-BATTERED BODY, CAP STAGGERS FORWARD, THROWING HIS ARMS AROUND ONE OF THE STRIDENTLY-VIBRATING POLES--

--AND HOLDING ON, LITERALLY, FOR DEAR LIFE AS THE POLE BUCKS AND RATTLES, FIGHTING HIM, AND THE SAVAGE SONICS SCREAM, THEN WHISPER, AND FINALLY--

--MERCIFULLY--

WHEW

--STOP!

I APPRECIATE YOUR CONCERN, HANSON, BUT THAT FLAME THROWER IS FOR USE AS A LAST RESORT. DO YOU *REALLY* THINK CAPTAIN AMERICA WILL EVER REACH THIS TOWER?

I HATE TO TELL YOU THIS, SIR, BUT I THINK--

"--HE ALREADY *HAS!*"

KRACHOOM

OH, DEAR!

PHSSSST

BUT PERHAPS THIS MAY YET WORK OUT FOR THE BEST. IT'S BEEN QUITE SOME TIME SINCE I'VE WATCHED A *LIVE DEATH!*

ER, SO TO SPEAK.

GET SERIOUS, SCYTHE! IF HANSON USES THAT FLAME THROWER, WE'LL *ALL* BE BURNED TO CINDERS!

OH, BUT WE *WON'T!*

I'VE PLANNED FOR SUCH A CONTINGENCY, YOU SEE. THAT CARBON DIOXIDE EXTINGUISHER IS FULLY CHARGED!

YOU MAY FIRE WHEN READY, HANSON!

SHHHASH

SCYTHE IS CRAZY! HE'LL BURN THIS WHOLE HOUSE DOWN JUST TO SEE ME DIE!

I'VE GOT TO KNOCK THAT NOZZLE OUT OF HANSON'S GRASP BEFORE--

"--NO! STILL WEAK FROM THAT *SONIC BOMBARDMENT!* MY THROW WAS OFF TARGET! IT'S SHATTERING THE FLAME THROWER'S FUEL TANK!"

AGH! BURNING! G-GET IT OFF!

HANSON! WAIT! WHAT ABOUT *ME?*

HAVE TO GET THE EXTINGUISHER! USE IT ON-- *OOF!* M-MY CHAIR! TIPPING OVER--!

OH, NO! THE FLAMES! I'M ON FIRE!

BUT I CAN STILL CRAWL! I CAN REACH THE EXTINGUISHER IN TIME TO--

BUT THEN, MERE INCHES FROM CO_2 SALVATION, SAMSON SCYTHE'S GAZE CROSSES ONE OF THE ROOM'S MANY MONITOR SCREENS--AND HE STOPS!

FOR SUDDENLY, IRONICALLY, HE FINDS HIMSELF WITNESSING THE ULTIMATE DEATH--

--HIS OWN!

THAT'S... ME!

HOW... FASCINATING...

AND SO HE WATCHES, ENTHRALLED, TRAPPED IN THE MOTHLIKE MESMERISM OF HIS OWN DESTRUCTION, WHILE THE FLAMES PUSH HUNGRILY, GREEDILY FORWARD...

COME ON, HANSON. THERE'S NOTHING WE CAN DO FOR HIM NOW.

THE HOUSE IS OLD, ROTTING WITHIN AND WITHOUT. IT BURNS QUICKLY. AND BY THE TIME FIREFIGHTERS ARRIVE, THERE IS LITTLE LEFT TO SAVE...

FROM WHAT YOU TELL US ABOUT THAT SCYTHE CHARACTER, CAP, HE'S PROBABLY HAPPIER NOW.

AND WITH HIM GONE, MAYBE I CAN COOL DOWN THAT *GANG WAR* SITUATION IN MANHATTAN.

COME TO THINK OF IT, YOU COULD PROBABLY HELP OUT BY EXPLAINING EVERYTHING TO SEAN GAMBLE, CAP. HE'D LISTEN TO YOU. YEAH, I'LL HAVE ONE OF MY MEN DRIVE YOU RIGHT OVER TO--

LIEUTENANT, I'LL BE HAPPY TO HELP, BUT COULDN'T IT WAIT 'TIL TOMORROW? FOR SOME REASON--

--I'M JUST A LITTLE TIRED RIGHT NOW.

GOOD NIGHT, CAP...

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CAPTAIN AMERICA®

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SPIDER-MAN AND NICK FURY CAN'T HELP YOU, CAPTAIN AMERICA! ADMIT IT-- YOU'RE A DEAD MAN!

INTRODUCING CAP'S DEADLIEST FOE YET-- THE SULTAN!

2ECC/BEATTY

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THUNDERHEAD!

IT IS LATE EVENING IN MANHATTAN. A DISGRUNTLED STEVE ROGERS IS RETURNING FROM A NOT ENTIRELY PLEASANT PUBLISHER'S PARTY. THOUGH ITS SOCIAL MERITS WERE FEW, THE EVENT OPENED CAREER DOORS PREVIOUSLY CLOSED TO HIM.

STEVE ROGERS IS A STRUGGLING FREE-LANCE ARTIST, BUT HIS FINELY-HONED MUSCULAR CARRIAGE, HIS FIRM CONFIDENT STRIDE, HIS ALERT, FATHOMLESS STEEL-BLUE EYES PROCLAIM HIS TRUE CALLING IN LIFE--

--THAT OF A VIGILANT SENTINEL OF LIBERTY, A TIRELESS GUARDIAN OF FREEDOM, AN UNBENDING CHAMPION OF JUSTICE-- CAPTAIN AMERICA!

HEY, MAN, DIG THE TWO-PIECE!

LOOKS LIKE HE'S GOT A LOT ON HIS MIND! WHAT SAY WE LIGHTEN HIS LOAD--STREET SUCKER STYLE!

DAVID ANTHONY KRAFT / STORY | MIKE ZECK & JOHN BEATTY / ART | NOVAK, LETTERS / SHAREN, COLORS | JIM SALICRUP / EDITOR | JIM SHOOTER / EDITOR-IN-CHIEF

WHAT'S YER HURRY, BLUE-EYES?

I HAVE WORK TO DO-- UNLIKE *YOU!*

HOO HOOO! LISSEN TA THE *MAN!* US STREET SUCKERS DON'T HAVETA WORK!

YEAH--AIN'T'CHA HEARD'A THE *PUNK MOVEMENT*, "BRO"? WELL, WE'RE IT!

NOW GIT INTA THAT ALLEY!

THE SHOVE IS AS INSOLENT AS THE WORDS. STEVE ROGERS MEEKLY COMPLIES, FOLLOWING THE PATH THAT THE PUNKS--

*--AND "DAILY BUGLE" PHOTOGRAPHER **PETER PARKER**--THINK IS HIS CERTAIN DOOM!*

HEY, THAT'S THE *ARTIST* I MET AT JJJ'S PARTY!

UNLESS I BECOME YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN*, PRONTO, THE ONLY THING HE'LL BE *DRAWING* IS A DISABILITY CHECK!

BUT BEFORE PETER CAN CHANGE...

YOU MAY HAVE YOUR OWN DEFINITION, BUT THIS IS WHAT *I* CALL THE "PUNK MOVEMENT"!

HUH?

EEYAH!

WHAT DID THOSE THUGS DO-- ACCIDENTALLY STUMBLE IN ON THE *HULK?*

NO! I DON'T *BELIEVE* IT!

THAT ARTIST IS CREAMING THE TOUGHEST STREET GANG IN MANHATTAN! JJJ'S BEEN SCREAMING FOR AN "ORDINARY CITIZEN" STORY LIKE THIS FOR MONTHS!

SMAK!

OF ALL THE *TYRANTS* WHO PRACTICE TERROR, YOU-- WHO TWIST THE LIBERTIES OF A FREE SOCIETY TO YOUR OWN EVIL ENDS--ARE THE ***WORST!***

PRETTY SPEECH, MISTER-- TOO BAD IT'S YOUR ***LAST!***

:URK!:

THE CONSTITUTION OF OUR COUNTRY GUARANTEES THE RIGHT OF EVERY CITIZEN IN THIS LAND TO BE FREE FROM FEAR!

KRAK!

BUT YOU ***BETRAY*** THE SPIRIT OF THIS LAND-- YOUR ***HOME***--

CHAK!

--ALL THE WHILE DEMANDING THE RIGHTS YOU SO WILLFULLY DENY OTHERS!

I'D SAY YOUR FISTS IMPRESSED THEM MORE THAN YOUR WORDS! AND ONCE MY EDITOR SPLASHES THESE PHOTOS ALL OVER THE FRONT PAGE--

--THE MAYOR'LL MAKE YOU CITIZEN OF THE YEAR!

IF YOU DON'T MIND, I WANT THAT FILM!

UH... YOU ***DO?***

PLEASE-- I DON'T LIKE PUBLICITY-- IT MIGHT PREJUDICE POTENTIAL CLIENTS!

WHAT KIND OF *GUARDIAN ANGEL* ARE YOU? MOST GUYS I KNOW WOULD USE THIS PUBLICITY TO *ADVANCE* THEIR CAREER!

I'M NOT "MOST GUYS," THE FILM! *NOW.*

OKAY.

THANK YOU! PERHAPS ONE DAY I CAN REPAY THE FAVOR!

I SURE HOPE SO! YOU JUST COST ME A HECKUVA BONUS!

I COULDN'T TELL HIM THE *TRUTH*--THAT I'M REALLY CAPTAIN AMERICA! THESE DAYS, I WANT TO KEEP MY LIFE AS STEVE ROGERS AS PRIVATE AS POSSIBLE!

MY *SPIDER SENSE* IS TINGLING -- THAT MEANS TROUBLE IS NEAR!

AND MY GUESS IS THAT IT INVOLVES TALL, BLOND AND TALENTED OVER THERE!

MAYBE HE'S ABOUT TO REPAY ME-- SOONER THAN BOTH OF US THOUGHT!

I BETTER MAKE SURE THAT MY TRUSTY WEB-SHOOTERS ARE FULLY LOADED--

--AND THAT MY CLOTHING'S NEATLY TUCKED AWAY FROM HARM AND HOBOS--

--AND, VOILA! SPIDEY IS ALL SET TO SWING THROUGH THE UPPER TERRACES OF THIS ASPHALT JUNGLE!

THERE'S MY PLAINCLOTHES AVENGER NOW! HE SEEMS LIKE HE'S ON THE UP-AND-UP, BUT NO *NORMAL* GUY COULD HAVE HANDLED THOSE PUNKS THE WAY *HE* DID!

MAYBE I'M JUST SUSPICIOUS, BUT LIKE MY AUNT MAY ALWAYS SAYS, YOU CAN'T BE TOO CAREFUL!

HUNH? HE'S MAKING A PHONE CALL! NOTHING MYSTERIOUS ABOUT THAT! MAYBE--

PHONE

PHONE

"--WAIT! NOW MY SPIDER-SENSE IS TINGLING LIKE WILD!

"HOLY MACKERAL! A GLOW'S SURROUNDING HIM--"

--HE'S STARTING TO DISAPPEAR! AND HE LOOKS JUST AS SURPRISED ABOUT IT AS I AM!

I'VE GOT TO DO SOMETHING FAST--BEFORE HE FADES AWAY! I KNOW! MY SPIDEY-TRACER! HOPE IT LANDS ON HIM IN TIME!

IF NOT, THEN HE'S GONE FOR GOOD!

NUTS! WHO AM I KIDDING? MY TRACER'S SIGNAL IS ONLY GOOD FOR A FEW MILES!

HE COULD HAVE VAMOOSED TO TIMBUKTU FOR ALL I KNOW!

WHOOPS, THERE GOES MY SPIDEY-SENSE AGAIN!

NO FALSE MOVES, MISTER! YOU'RE COMING WITH US!

DON'T EVEN TRY TO RESIST! WE'VE DEALT EFFECTIVELY WITH YOUR KIND BEFORE! WHAT DID YOU DO WITH HIM?

MY KIND? IN CASE YOU DIDN'T NOTICE, I JUST GOT HERE!

WE SAW YOU TAILING HIM! *WHY?* TELL US NOW OR TELL US LATER -- BUT REST ASSURED, YOU *WILL* TELL US!

THAT DOES IT! I'M NOT PLAYING THE PATSY FOR ANYONE--NOT EVEN YOU REFUGEE STORMTROOPERS FROM "STAR WARS"!

THIS TIME *I'M* ASKING THE QUESTIONS--AND *YOU'RE* THE ONES ANSWERING THEM!

:WHULP!:

THE IMPACT OF THAT SOLID BRICK WALL SHOULD CONVINCE THOSE TURKEYS TO SING LIKE CANARIES!

AND IF IT DOESN'T--*WHA*--?

AW, NO! HE VANISHED RIGHT *THROUGH* THE WALL!

BUT HOW AM I GOING TO FIND THAT ARTIST--IF *EVERYONE* KEEPS DISAPPEARING?

WHILE SPIDEY PONDERS HIS DILEMMA, STEVE ROGERS EMERGES IN THE CENTER OF WHAT APPEARS TO BE A SUPER-SCIENTIFIC LABORATORY COMPLEX!

SOMETHING'S TERRIBLY ***WRONG!*** THE NUMBER I DIALED SHOULD HAVE CLEARED ME TO ENTER S.H.I.E.L.D. HEADQUARTERS!

INSTEAD, I'M--***ARRG***--!

DZTT

SOMEONE'S ATTACKING ME! WHO--?

ROBOTS!

NEGATIVE--! WE--ARE--***BIOTRON--CONSTRUCTS***--! OUR--UNIQUE--DESIGN--MAKES--US--VIRTUALLY--INDESTRUCTABLE--! YOU--CANNOT--DEFEAT--US--!

YOU--ARE--ADVISED--BY--OUR--CREATOR--TO--ACCOMPANY--US--PEACEABLY--OR--WE--SHALL--SUBDUE--YOU--WITH--FORCE--!

INSTEAD, STEVE ROGERS RIPS OPEN HIS PORTFOLIO CASE, WHIPS OUT THE FAMOUS RED-WHITE-AND-BLUE SHIELD THAT IS MORE LIKE A TRUSTED FRIEND THAN A MERE TOOL THAT HAS SERVED HIM IN COUNTLESS BATTLES, AND LEAPS OFF THE EXPOSED PLATFORM!

SPEOW

SKAZK

TELL YOUR MASTER THIS: THE DAY SHALL NEVER DAWN WHEN ***CAPTAIN AMERICA*** CRAVENLY BOWS TO BRUTE FORCE!

ALL--BIOTRON--UNITS--FIRE--FIRE--!

IN LESS THAN AN INSTANT, THE CIVILIAN GARB OF STEVE ROGERS IS DISCARDED--REVEALING THE PROUD **UNIFORM** OF HE WHO WAS FIRST A **FREEDOM FIGHTER** AGAINST NAZI ATROCITY, THEN AN **AVENGER** AGAINST WORLDWIDE INJUSTICE!

NOW HE LEAPS INTO THE THICK OF **HOPELESS** BATTLE, WITH THE CONFIDENCE OF A MAN WHO HAS STARED DEATH IN THE FACE HUNDREDS OF TIMES BEFORE--AND **WON!**

HE IS **MORE** THAN A MAN, MORE THAN A LEGEND, HE IS THE LIVING EMBODIMENT OF THE AMERICAN IDEAL!

MY SUDDEN ATTACK SURPRISED THEM--THREW THEM OFF BALANCE!

HE IS CAPTAIN AMERICA!

BUT IT WON'T LAST LONG! MUST PRESS MY ADVANTAGE--ESCAPE TO FIND THEIR LEADER--BEFORE THEY CAN REGROUP!

BLAST! UNLIKE OTHER HUMANOIDS I'VE FOUGHT, THESE CAN REASSEMBLE THEMSELVES FROM PARTS OF OTHER, FALLEN BIOTRONS!

TO TRULY DEFEAT EACH UNIT, I MUST COMPLETELY SHATTER THE EXOSKELETON ITSELF!

SKA-LASH

BUT THE KNOWLEDGE COMES TOO LATE...

YOU--ARE--OUR--PRISONER--CAPTAIN--AMERICA--! YOU--CANNOT--BREAK--OUR--BIONIC--GRIP--! SURRENDER--OR--WE--WILL--SUBDUE--YOU--WITH--FURTHER--FORCE--!

KA-WHUMP

YOU SAID SOMETHING LIKE THAT ONCE BEFORE --AND MY *ANSWER* STILL STANDS!

BUT--*YOU*--DO--NOT--! THIS--STUN--BLAST--SHALL--ENSURE--YOUR--PASSIVE--CAPTIVITY--!

BZZT

UNNH!

LONG MOMENTS PASS. FINALLY, THE PAINFUL FOG OF RAW-NERVED UNCONSCIOUSNESS LIFTS AND...

AHH, MY DEAR CAPTAIN! WHAT A PLEASURE IT IS TO MEET AGAIN!

YOU!

MEANWHILE, IN THE ALLEY...

I GOT IT!

AT LEAST, I THINK I DO-- HECK, EVEN I THINK I'M CRAZY FOR THINKING THIS MIGHT BE A HOLOGRAPHIC SCREEN HIDING A SECRET ENTRANCE!

WELL... THERE'S ONE QUICK WAY TO FIND OUT IF I AM ON THE BALL OR OFF THE BEAM...

NO HARD FEELINGS, CHUCKLES-- BUT IF THAT WALL IS SOLID, BETTER YOU THAN ME THAT--

--BOUNCES OFF :ULP!:

I WAS RIGHT! THERE IS A DOORWAY BEHIND THAT IMAGE!

BUT WHERE DOES IT GO? DID THEY SLIP THROUGH BECAUSE IT'S ALWAYS OPEN--OR BECAUSE THEIR SUITS POSSESS AN ELECTRONIC "PASS KEY" TO LET THEM THROUGH?

SHEESH! I DON'T KNOW! AND I'M NOT GOING TO GET ANY ANSWERS STANDING HERE!

CHANCES ARE, THEY'RE WAITING FOR ME ON THE OTHER SIDE! SO, I MIGHT AS WELL TAKE THE DIRECT ROUTE-- AND HOPE THAT--

--HEY! EASY ON THE THREADS! WALL-CRAWLER COSTUMES AREN'T EXACTLY OFF THE RACK ITEMS!

RUINED ATTIRE WILL BE THE LEAST OF YOUR WORRIES ONCE WE EXECUTE MANEUVER DOUBLE-PUNCH!

"MANEUVER DOUBLE-PUNCH"! HOW CORNY CAN YOU GET?

THINK SO? LET'S SEE HOW EASILY YOU LAUGH AT THIS!

URKK!

HURTS--DOESN'T IT? IN ADDITION TO BEING BLACK BELTS IN EVERY MARTIAL ARTS DISCIPLINE, OUR *COMBAT POWER SUITS* INCREASE THE FORCE OF OUR BLOWS TENFOLD!

WHUMP!

HE'S NOT KIDDING--ANOTHER ROUND LIKE THAT AND IT'S GOOD-BYE SPIDEY!

GOSH, AND ALL I HAVE ON MY SIDE WAS A BOWL OF WHEATIES THIS MORNING!

WHAK!

OOPS! PARDON MY BOOT! I CAN'T IMAGINE HOW IT COULD HAVE HIT YOU--

--WHAT WITH YOU GUYS BEING SUPER-ENERGIZED AND ALL!

TSK! IT LOOKS LIKE YOUR BUDDY'S OUT FOR THE COUNT!

THUNK!

SHOOSH!

THAT MEANS IT'S UP TO YOU--DO I GET SOME STRAIGHT ANSWERS TO MY QUESTIONS--

--OR DO I MOP THE FLOOR WITH YOUR FACE?

SAVE YOUR ENERGY SPIDEY--YOU'RE GONNA NEED IT!

WHO--?

NICK FURY OF S.H.I.E.L.D.! THEN, THIS IS S.H.I.E.L.D. HQ! BUT WHY WOULD YOU BE INTERESTED IN MY TRACKING OF A STRUGGLING ARTIST?

SONNY BOY, THAT ARTIST YOU SAW DISAPPEAR WAS *CAPTAIN AMERICA*--AND IF WE DON'T FIND OUT WHERE HE'S AT FAST, THE WORLD IS DOOMED!

CAP WAS NABBED BY A GENIUS WEAPONS DESIGNER-COMPUTER EXPERT CALLED *SULTAN* -- SYSTEMATIC ULTIMATE LAWLESS TAKEOVER OF ALL NATIONS!

BEFORE HE WENT BERSERK, THIS GUY DESIGNED ALL OUR MASTER COMPUTER AND SPY CODES -- HE CAN MONITOR US AT WILL! WE CAN'T STOP HIM AND WE CAN'T TRACK HIM!

COLONEL, IT'S A LONG SHOT -- BUT I THREW A SPIDEY-TRACER ON CAP BEFORE HE BLIPPED OUT--

MISTER, WE GOT INSTRUMENTS THAT COULD PICK UP POCKET-RADIO SIGNALS ON THE MOON! SAY NO MORE --LET'S GO!

IF WE DON'T REACH HIM SOON, HE'S GOING TO DESTROY EVERY NATION'S GOVERNMENT, STARTING WITH OURS, BEFORE THE NEXT DAY'S DAWN!

ELSEWHERE...

SURPRISED THAT THE INVENTOR OF THE MOLECULAR TRANSFER UNIT THAT KIDNAPPED YOU, THE BIONIC-CONSTRUCTS THAT CAP-TURED YOU, AND THE CREATOR OF ALL THAT YOU SEE SHOULD LOOK LIKE THIS?

YOU, THE LIVING SYMBOL OF THE NATION THAT DUPED ME, USED ME AND NOW TRIES TO DESTROY ME, SHOULD BE HONORED!

BEFORE YOU DIE, YOU SHALL WITNESS FIRST-HAND THE DESTRUCTION OF THE COUNTRY I LOATHE, BEFORE I KILL YOU MYSELF, YOU SHALL WITNESS THE START OF A NEW REIGN ON EARTH--

-- THE UNENDING RULE OF *SULTAN!*

YOU THINK ME MAD? HAH! THEN IT IS A MADNESS NOT WITHOUT ITS REASON! I WAS NOT A MERE INVENTOR --I WAS AN ARTIST!

IT WAS YOUR GOVERNMENT THAT IGNORED ME ALL THE WHILE THEY EXPLOITED MY GENIUS! AND, WHEN THEY COULD IGNORE ME NO LONGER --THEY TRIED TO IMPRISON ME!

FOR THAT-- AND MORE --THE U.S. GOVERNMENT MUST FALL!

YOU'RE WRONG TO DO THIS! IF YOU THINK NOTHING OF THE UNTOLD SUFFERING YOUR DEVASTATION SHALL CAUSE--THE THOUSANDS OF INNOCENT LIVES THAT WILL BE LOST IN YOUR QUEST FOR REVENGE--

--THEN CONSIDER THE FOLLOWERS YOU WOULD LOSE IF YOU ACT AS YOU SAY! WHY DESTROY A NATION IF YOU ARE LEFT A HOLLOW SHELL?

FIGHT ME, INSTEAD! ALLOW ME TIME TO ARRANGE TERMS--IF I WIN, YOU SURRENDER; IF I LOSE, YOU BECOME ULTIMATE RULER--WITHOUT NEEDLESS BLOODSHED!

A PRETTY SPEECH-- BUT *NO!* NOTHING SHALL SWAY ME FROM MY REVENGE!

OBSERVE BEFORE YOU DIE! THIS IS BUT ONE OF A SCORE OF ULTRA-SOPHISTICATED NUCLEAR MISSILES I HAVE DESIGNED!

EACH IS PROGRAMMED FOR ITS INDIVIDUAL TARGET! EACH CAN EFFORTLESSLY PENETRATE ANY DEFENSE SCREEN! AND EACH WILL TOTALLY ANNIHILATE ITS OBJECTIVE!

IN MINUTES THIS MISSILE WILL FOREVER WIPE FROM THE FACE OF THE EARTH THE CITY THAT SYMBOLIZES ALL THAT I DESPISE--*WASHINGTON, D.C.!*

MEANWHILE, ON THE WINDSWEPT COAST OF MAINE...

...UH... COL. FURY, I KNOW YOUR PORSCHE IS SPECIALLY MODIFIED FOR SPEED AND MANEUVERABILITY, BUT DID YOU REALLY HAVE TO DO NINETY AROUND THAT LAST HAIRPIN SWITCHBACK?

SPIDEY--YOU'VE BEEN IN THE BUSINESS LONG ENOUGH TO KNOW, IN OUR LINE OF WORK, YOU'RE EITHER QUICK--OR YOU'RE DEAD!

YEAH, BUT...

YOUR HOMING BUG GIVES US A CHANCE--

YEAH, BUT...

YEAH, BUT--

--AND THE DASHBOARD MONITOR SAYS CAP HASN'T MOVED FROM OUR GOAL--THUNDERHEAD ISLAND, RIGHT?

BUT WHAT? YOU AIN'T BACKIN' DOWN NOW, ARE YOU?

NO, BUT THERE'S A STEEL WALL BLOCKING OUR WAY!

SCREEEE'-ET!

BINGO! THOSE BIONIC CONSTRUCTS ARE SULTAN'S TRADEMARK! ALL RIGHT, SPIDEY, REMEMBER THE PLAN--WE SURRENDER QUIETLY--LET THEM TAKE US TO CAP! AND, AT THE RIGHT MOMENT, WE MAKE OUR MOVE!

YEAH--PROVIDED WE GET THE CHANCE!

SOON...

COLONEL FURY, MY ERSTWHILE EMPLOYER--
--AND SPIDER-MAN! MY REVENGE SHALL BE ALL THE SWEETER, WATCHING YOU CRINGE AS I DESTROY AMERICA'S CAPITOL!

SORRY, SULTAN, BUT I'M NOT THE CRINGING TYPE-- I JUST CAME TO WATCH THE *FIREWORKS!*

"FIREWORKS"! THAT'S NICK'S CODE-WORD TO PREPARE FOR A COORDINATED SURPRISE ATTACK!

YOU CAME JUST IN TIME, NICK--THE FIRE-WORKS ARE ABOUT TO BEGIN!

CEASE YOUR DISGUSTINGLY FLIPPANT PRATTLE! I AM THE ONE WHO GIVES THE ORDERS HERE NOW, FURY! YOU ARE THE ONE WHO MUST OBEY!

THUS, I COMMAND YOU --*LOOK!* GAZE UPON THE INSTRUMENT THAT SHALL INITIATE MY SUPREME RULE!

SON OF A--!

SO, SULTAN'S EGO GETS RUBBED RAW WHEN SOME-ONE CRACKS A JOKE ABOUT HIS WORK! MAYBE I CAN TRIP HIM UP A BIT!

ONE THING ABOUT YOU, SULTAN--YOU'RE NO PIKER WHEN IT COMES TO FANCY, BOTTLEROCKETS!

STILL YOU JOKE! I'LL SHOW YOU ALL! ACCELERATE THE COUNTDOWN!

SO MUCH FOR THAT IDEA! IT'S IN FURY'S HANDS NOW! IF HE'S GOT ANY PLANS, I HOPE HE STARTS THEM FAST --OR WE'LL ALL BE SINGING "HAIL TO THE SULTAN"!

SORRY TO DISAPPOINT YOU, SULTAN -- BUT THERE'S BEEN A CHANGE OF PLANS.

MUST FLEX MY HAND RIGHT THE FIRST TIME-- ACTIVATE THE ***COCOON RELEASE*** IN MY SUIT-- THERE'LL BE NO SECOND CHANCE.

AMAZINGLY, FURY'S VERY UNIFORM BECOMES A LIVING WEAPON -- RIPPING ITSELF FROM THE SHIELD DIRECTOR'S BODY AND ENSNARLING THE SURPRISED BIONIC CONSTRUCT.

SCLUP!

YOU'RE NOT THE ONE STARTING THE "FIREWORKS" -- WE ARE! SPIDEY! CAP! MOVE IT! NOW!

AIM FOR THEIR HEADS! ONCE YOU SCRAMBLE THEIR CIRCUITS, THEY CAN'T REASSEMBLE THEMSELVES!

CHAK!

DA-KASH!

ALL -- UNITS -- SUBDUE -- FURY! WE -- ARE -- SUFFICIENT -- TO -- RESTRAIN -- SPIDER-MAN!

I WAS HOPING YOU'D SAY THAT--

-- BECAUSE I'VE BEEN DYING TO DO ***THIS!***

BOOWEE!

GET THE LEAD OUT, SPIDEY--IN CASE YOU HADN'T NOTICED--SCORES OF THESE UNITS ARE STREAMING OUT OF THE WOODWORK TO STOP US BEFORE WE REACH SULTAN!

FASTER? LISTEN FURY, NO MATTER WHAT WE DO--IT'S STILL A MILLION-TO-ONE SHOT!

WELL, MAYBE I CAN HELP LOWER THOSE ODDS A BIT!

SKA-EEEOW!

CAP!

YOU BETTER BELIEVE IT FURY! YOU DON'T THINK I'D LET YOU HAVE ALL THE FUN, DO YOU?

THE THREE OF US--ATTACKING ON A CONCENTRATED FRONT--IT'S THE ONLY WAY TO BREAK THROUGH!

LET'S GO!

SURRENDER--CAPTAIN--AMERICA--! YOU--ARE--HOPELESSLY--OUTNUMBERED--! IT--IS--IMPOSSIBLE--FOR--YOU--TO--WIN--!

THAT'S WHAT THE NAZIS TOLD THE BESEIGED MEN OF BASTOGNE--AND THEY WERE WRONG! SO LONG AS BRAVE, FREE MEN LIVE--THE ETERNAL TORCH OF LIBERTY AND JUSTICE SHALL NEVER DIE!

RIGHT ON, CAP!

I KNOW IT'S CORNY, BUT EVERY TIME HE OPENS HIS MOUTH AND SPOUTS A SPEECH, A GUY CAN'T HELP BUT BECOME A BELIEVER!

EVEN WHEN THE ODDS *ARE* IMPOSSIBLE!

BIOTRON 3! CANCEL COUNT-DOWN! ACTIVATE PRIMARY THRUSTERS--IMMEDIATELY!

PRIMARY--THRUSTERS--ACTIVATED--!

MISSILE--SHALL--LAUNCH--IN--7.35--SECONDS--!

NO! WE CAN'T CASH IN OUR CHIPS--NOT WHEN WE'VE COME THIS BLAMED CLOSE! BUT HOW DO YOU STOP A MISSILE SET TO GO--HOW?

MAYBE YOU CAN'T STOP IT, FURY -- BUT NOTHING'S SAYING YOU CAN'T HITCH A RIDE!

GAFF GAVE ME THIS GIZMO SAYING THAT ITS HOOK AND CABLE COULD HANG ON UNDER THE ACCELERATING FORCE OF *10 G'S!* HERE'S WHERE WE FIND OUT IF HE'S RIGHT!

MIRACULOUSLY, THE HOOK BURIES ITSELF DEEP INTO THE TITANIUM ALLOY OF THE ROCKET'S OUTER SKIN!

AT THE SAME TIME, FURY ACTIVATES THE DEVICE'S MINIATURE FORCE-FIELD -- BINDING HIM TO THE LONG CORD -- AS HE IS JERKED INTO THE SKY!

I GOT TO BE CRAZY, ESCAPING OUT OF SULTAN'S ISLAND LIKE THIS -- IT COULD GET A MAN KILLED! ONCE I CLEAR ITS SHORELINE, I CAN DROP INTO THE OCEAN -- GET TO MY CAR -- AND CALL IN A WARNING BEFORE THIS BABY BLOWS WASHINGTON SKY HIGH!

BUT, AS FURY LOOKS DOWN...

NO! IT'S IMPOSSIBLE -- I HAD NO IDEA!

MEANWHILE, INSIDE...

YOU'VE LOST, CAPTAIN AMERICA! FURY'S A PRISONER OF MY MISSILE! AND, IN SECONDS, THE OVERWHELMING ATTACK OF MY BIO-TRONS' SONIC BLASTERS SHALL DEFEAT YOU AND SPIDER-MAN!

HE'S RIGHT, CAP-- IT'S WAY TOO HOT IN HERE! THERE'S NOTHING MORE WE CAN DO-- WE'VE GOT TO MAKE A BREAK FOR IT!

YOU GO! I'LL SHIELD YOU!

WHAT--AND LET YOU HOG ALL THE HEADLINES BY FALLING BENEATH AN UNBEATABLE FOE IN A BLAZE OF GLORY?

MOM, APPLE PIE, AND MY PUBLICITY AGENT WOULD *NEVER* FORGIVE ME!

A SHORT SWING OVER THIS WALL, A SWIFT SWIM IN THE SEA-- AND WE'LL BE HOME FREE!

BUT...

I HOPE YOU GOT A SPARE SET OF NOSE-PLUGS, CAP-- I'M AFRAID I LEFT MINE IN MY OTHER COSTUME! I--

--OH, NO!

MY REVENGE IS EVEN GREATER THAN I DARED DREAM! THOSE DELUDED FOOLS HAVE SUCCEEDED IN DOOMING THEMSELVES!

"THEY NEVER SUSPECTED THAT THE MISSILE PRIMING SEQUENCE MASKED MY TRUE INTENT-- THE ELEVATING OF THUNDERHEAD ISLAND ITSELF!

"THERE IS NO WAY EITHER ONE CAN SURVIVE A TEN THOUSAND FOOT DROP! SULTAN HAS WON!"

NEXT ISSUE: TO CROWN A SULTAN!

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DETAILS INSIDE

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CAPTAIN AMERICA®

GUEST-STARRING THE AMAZING SPIDER-MAN!

FLIGHT FROM THUNDERHEAD!

Marvel Comics Group

STAN LEE PRESENTS: CAPTAIN AMERICA!®

FLIGHT FROM THUNDERHEAD!

HOURS EARLIER, COL. NICK FURY, SPIDER-MAN AND CAPTAIN AMERICA LAUNCHED A DESPERATE ATTACK TO STOP THE ROGUE GENIUS WHO CALLS HIMSELF SULTAN-- SYSTEMATIC ULTIMATE LAWLESS TAKEOVER OF ALL NATIONS!

INSTEAD, THEY BECAME VICTIMS OF SULTAN'S DIABOLICAL PLOT FOR WORLD CONQUEST! FOR NICK FURY NOW DANGLES HELPLESSLY BEHIND SULTAN'S MULTI-MEGATON MISSILE AIMED AT WASHINGTON, D.C.!

DAVID ANTHONY KRAFT
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JIM SHOOTER
EDITOR-IN-CHIEF

AND CAPTAIN AMERICA AND SPIDEY ARE IN A FATAL TEN-THOUSAND FOOT FREE-FALL TO EARTH AFTER DISCOVERING--TOO LATE--THAT SULTAN'S SINISTER LAIR, THUNDERHEAD ISLAND, WAS NO ANCHORED ISLAND AT ALL--

--BUT A SECRET MOBILE ATTACK STATION!

I'VE BEEN IN TIGHT SPOTS BEFORE... BUT NOTHING LIKE THIS! WE'RE GONERS FOR GOOD, UNLESS... MY WEBBING!

BUT, WE'RE FALLING SO FAST --WHILE THE ISLAND STILL FLIES AWAY FROM US! MY FIRST SHOT WILL BE MY *ONLY* SHOT!

IF I MISS...

UNGH! I *DID IT!* NOW TO SAVE CAP! BUT CAN I DO IT BEFORE HE FALLS OUT OF RANGE OF MY WEB-SHOOTER?

CAP! SWING AROUND--REACH TOWARD ME AS I SHOOT MY WEBBING AT YOU--*HURRY!*

GIVE IT YOUR BEST, SPIDEY--I KNOW YOU WON'T FAIL!

WRONG!

BZAT

A STUN BLAST FIRED FROM ABOVE--KNOCKING SPIDEY OUT!

HIS WEBBING SO CLOSE--IF I CAN...

...*NO!* MY FALL--TOO SWIFT--NO CHANCE TO GRAB IT!

THEY SOUGHT TO SNATCH VICTORY FROM THE JAWS OF DEFEAT! LIKE EVERY-ONE, THEY OVERESTI-MATED THEIR SKILLS --AND DENIGRATED MY GENIUS!

S.H.I.E.L.D.* THOUGHT ME MERELY A BRILLIANT INVENTOR OF ULTRA-SOPHIS-TICATED SURVEILLANCE SYSTEMS, A MASTER DESIGNER OF ADVANCED UNDERCOVER WEAPONS, AN UNEQUALLED CREATOR OF BIO-MECHANICAL CONSTRUCTS!

BUT SULTAN IS MORE --*MUCH* MORE! ALL I HAVE DONE--INCLUDING THE COMPLETE RE-CREATION OF MY OWN BODY--IS NOTHING COMPARED TO WHAT I WILL DO--ONCE I RULE THE WORLD!

AND RULE IT I SHALL-- FOR SULTAN LEAVES NOT-HING TO THE HAND OF BLIND FATE--NOT EVEN THE PLUMMET-ING DEATH OF CAPTAIN AMERICA!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION. -- SECRET AGENT SALICRUP.

DIVE, BIOTRONS! ATTACK THE INCARNATE SYMBOL OF THE NATION I DESPISE!

KILL CAPTAIN AMERICA!

BIOTRON CONSTRUCTS --DIVING AT ME LIKE A SQUAD OF HITLER'S MESSER-SCHMITTS!

YOUR-- DEATH-- SHALL--BE--SWIFT --AND-- CLEAN--!

DO-- NOT-- RESIST --CAP-TAIN-- AMERICA!

IMPOSSIBLE--! A-- MERE--ACROBA-TIC-- STUNT--COULD --NOT--HAVE-- DODGED-- MY-- COMPUTER-DIRECTED -- SHOT--!

LIE DOWN WHILE YOU SHOOT ME DEAD? BIOTRON, THIS OLD DOG ISN'T ABOUT TO LEARN THAT KIND OF NEW TRICK!

TOO BAD, BIOTRON --BUT IT DID!

ANOTHER BIOTRON--ATTACKING FROM BEHIND! MUST ROLL INTO THE BLAST!

--USE THE FORCE OF THE BLAST AGAINST MY SHIELD--

BZOW

--TO DO THE TOTALLY UNEXPECTED-- *ATTACK!*

YOU-- HAVE--NO-- GUN-- YOU--CANNOT --FLY--! IN--MIN-UTES-- YOU--ARE --SURE--TO--DIE--!

YET--YOU-- STILL--FIGHT--! YOU--ARE-- MAD--!

NO, BIOTRON-- I AM A *MAN!*

AND, SINCE THAT FATEFUL DAY IN 1941 WHEN I TOOK THE SUPER-SOLDIER SERUM, I DISCOVERED THAT, NO MATTER HOW HOPE-LESS THE ODDS--

BLANG

BASH

--HOW OVERWHELMING THE ATTACK--HOW POWERFUL THE FOE --THE OUTCOME OF BATTLE IS *NEVER* CERTAIN!

YET--YOU--FIGHT--EVEN--AS--YOU--FALL--TO--YOUR-- CERTAIN--DEATH--! THIS--DEFIES--ALL--LOGIC--!

YOU SAY THAT BECAUSE YOU ARE A MACHINE! ONLY MAN CAN FEEL THE EXHILARATING PULSE OF LIFE-- THE SURGING DRIVE TO PURSUE AN IDEAL!

SKREE

ONLY MAN CAN POSSESS THE UNQUESTIONING WILLINGNESS TO SAC-RIFICE ALL--INCLUDING HIS OWN LIFE--FOR HIS BELIEFS!

IT IS MAN WHO FACES IMPOSSIBLE RISKS--AND WINS!

IT IS MAN WHO SETS IMPOSSIBLE GOALS--AND ACHIEVES THEM!

BLOW

IN THE FINAL CONFLICT BETWEEN MAN AND MACHINE --IT IS MAN WHO MUST BE...THE *MASTER!*

THOUGH--YOU--HAVE--CAUSED--THE--DESTRUCTION-- OF--ALL--THE--OTHER--UNITS--YOU--SHALL--STILL--FAIL!

MY--JET-PACK CANNOT-- SUSTAIN-- THE--WEIGHT-- OF--US--BOTH--! WE--WILL-- CRASH--! YOU --WILL--DIE--!

EVERY SOLDIER FROM THE GREENEST RECRUIT TO THE MOST COMBAT SEASONED VETERAN KNOWS THAT ONE DAY...

...THE DICE WILL FALL, THE CARD WILL TURN UP AND HIS LUCK WILL HAVE RUN OUT!

RIP!

...SO LONG AS THE SPIRIT OF FREEDOM BURNS BRIGHT IN AMERICA'S SOUL...

BUT SO LONG AS A BREATH STIRS IN MY BREAST...

...CAPTAIN AMERICA WILL NOT DIE!

KRASH

YOU DID YOUR WORST, SULTAN--AND YOU LOST! NOW THE TABLES HAVE TURNED!

YOUR INSANE DREAM OF GLOBAL DESTRUCTION SHALL FAIL --AS DID TOJO'S, AS DID MUSSOLINI'S, AS DID HITLER'S--SO SWEARS CAPTAIN AMERICA!

"A FEW SHORT HOURS AGO, I WAS AT A DUMMY PHONE BOOTH--DIALING THE SECRET CODE TO ENTER S.H.I.E.L.D. HEADQUARTERS...

"... WHEN I WAS KIDNAPPED--

"--TELEPORTED TO THE SECRET STRONGHOLD OF SULTAN.!

"AGAINST SUCH LOPSIDED ODDS EVEN MY SKILL, HONED BY DECADES OF UNCEASING BATTLES AGAINST INJUSTICE AND TYRANNY, COULD ONLY DELAY THE INEVITABLE--I WAS CAPTURED...

"... AND FORCED TO WITNESS THE RESULT OF A PARANOID GENIUS GONE TRULY MAD--

"--A MULTI-WARHEAD NUCLEAR MISSILE DESIGNED TO DESTROY WASHINGTON, D.C.!

"WHEN MORE BIOTRON CONSTRUCTS APPEARED WITH SPIDER-MAN AND NICK FURY AS THEIR PRISONERS--I BEGAN TO FEAR THAT ALL MIGHT BE LOST!

"I WAS WRONG! AT THE CRUCIAL MOMENT OF COUNTDOWN, NICK ORDERED AN ALL-OUT ATTACK!

"SURPRISE BROUGHT US SO NEAR TO SUCCESS! NICK ACTUALLY REACHED THE ROCKET! AS THE BIOTRONS ATTACKED ANEW, I HAD ONLY A SECOND TO SEE THE MISSILE TAKE OFF WITH NICK FURY IN TOW!

"WITH SURPRISE GONE, THE BIOTRONS BEGAN TO GAIN THE UPPER HAND! REALIZING THE NEED TO WARN THE WORLD, SPIDER-MAN GRABBED ME IN A LAST-SECOND EFFORT TO ESCAPE!

"HE THOUGHT HIS LEAP WOULD LAND US IN THE OCEAN SURROUNDING THUNDERHEAD ISLAND--INSTEAD WE FOUND SULTAN'S FORTRESS HAD BECOME A FLYING WAR-BASE!

"NOW, SPIDER-MAN AND NICK MAY BOTH BE DEAD! I PRAY THAT I CAN AVENGE THEM--AND SAVE THE FREE WORLD--BEFORE IT'S TOO LATE!"

BUT COL. FURY IS NOT DEAD ... AT LEAST, NOT YET!

;UNGH!; THE G-FORCE OF ACCELERATION... SO *STRONG!* CAN'T STAY OUT HERE... LIKE A HOOKED FISH... MUCH LONGER... FEELING MYSELF BEGINNING TO... BLACK OUT!

BUT WHAT CAN I DO? IN A COUPLE OF MINUTES THIS OVERSIZED FIRECRACKER WILL HIT WASHINGTON--AND THERE'S NO WAY I CAN STOP IT!

WAIT! MAYBE THERE IS A CHANCE--THOUGH IT'S A MILLION-TO-ONE SHOT!

WHAT ARE YA' WAITIN' FOR, FURY? GET THE LEAD OUT--REEL YOURSELF TO THE TOP OF THIS THING!

I REMEMBER ONCE, LONG AGO, GLANCING AT SOME BLUEPRINTS OF A MISSILE SULTAN WAS WORKING ON BEFORE HE FLIPPED OUT!

DON'T KNOW IF IT WAS ONE OF THIS DESIGN OR NOT!

AND, EVEN IF IT WAS, I DON'T KNOW IF I CAN EVEN REMEMBER MUCH BEYOND THE FIRST PAGE! BUT I DO REMEMBER SOMETHING ABOUT AN ENTRANCE PANEL NEAR THE TOP--

--AND THERE IT IS!

DON'T BE SO QUICK TO PAT YOURSELF ON THE BACK, FURY --YOU AIN'T IN *YET!*

GAFF'S GIZMO DID GOOD FOR KEEPING ME ON THE ROCKET--

-- NOW LET'S SEE WHAT ITS ELECTRONIC-CODE-BEAM CAN DO ABOUT OPENING THIS DOOR --FAST!

TENSE SECONDS PASS AS THE BEAM SEEKS THE PROPER PULSE AND FREQUENCY NEEDED TO OPEN THE LOCK, THEN...

BINGO! GAFFER JUST EARNED HIMSELF A BIG BONUS--AND I'LL SEE THAT HE GETS IT TOO--

--IF I GET OUT OF THIS ALIVE!

SONUVAGUN! A CONTROL ROOM! THEN THIS *IS* ONE OF SULTAN'S KAMIKAZE NUKE ROCKETS-- PILOTABLE I.C.B.M.'S DESIGNED TO TRANSPORT TOP SECRET CARGO!

IF THE CREW RUNS INTO TROUBLE THEY HIT THE PANIC BUTTON-- AND BLOW THE CARGO--AND THEMSELVES--TO KINGDOM COME!

THE DAY AFTER I REJECTED THIS PLAN--SULTAN CALLED ME A FOOL!

I GUESS I WAS--BECAUSE I DIDN'T SUSPECT THEN, THAT HE'D GONE OFF THE DEEP END! THERE IT IS-- TARGET ZERO-- WASHINGTON!

WASHINGTON D.C.

AWRIGHT, ELECTRONIC LOCK-PICK... BREAK INTA THAT INSTRUMENT GUIDANCE PANEL-- *OPEN SESAME!*

GOT LESS THAN A MINUTE LEFT... CAN'T LOUSE UP THE BYPASS CODE, DEACTIVATING THE WARHEAD AND REDIRECTING THE MISSILE OUT TO SEA!

... YA GOTTA DO THE FIGHTIN' A LITTLE DIFFERENTLY, NOW! THERE! THE CODE IS COMPLETE! THE MISSILE'S JUST A HUGE HUNK OF FLYIN' STEEL! SULTAN'S--

IF THIS WAS W.W. II--AND A HOWLIN' COMMANDO MISSION--I'D JUST TAKE MY TOMMY GUN TO THIS BOARD OF LIGHTS! BUT THAT WAS THEN...

-- FOR THE LOVE OF--!

SULTAN TRICKED US! THERE WAS NO WARHEAD IN THIS THING! THE MISSILE WAS A DECOY! THE REAL MULTI-MEGATON BOMB IS--

"... THUNDERHEAD ISLAND!"

STILL DANGLING BELOW THE ISLAND, SPIDER-MAN FINALLY BEGINS TO STIR FROM UNCONSCIOUSNESS..

... RELEASING HIS GRIP ON HIS WEB-LINE.

WHA...? NO!

MIND IF I GIVE YOU A LIFT, SPIDEY?

BOY, YOU MUST HAVE GOT YOUR TIMING FROM THE CAVALRY CHARGES IN THE OLD WESTERNS!

BUT I THOUGHT YOU WERE DEAD! HOW'D YOU...?

LATER, SON! RIGHT NOW, OUR FUTURE RULER OF THE WORLD NEEDS TO BE "CROWNED" -- BY US.

DON'T YOU AGREE?

YOU BET YOUR STAR-SPANGLED LONGJOHNS I DO!

AND, INSIDE THE COMPLEX...

I SPECIFICALLY DESIGNED MY BIOTRON CONSTRUCTS TO EXCEED THE LIMITS OF SPEED AND STRENGTH IMPOSED ON FRAIL HUMAN FLESH!

I IMPOSED IN THEIR CIRCUITRY THE UNSWERVING LOGIC OF UNQUESTIONABLE LOYALTY TO ME!

I CREATED THEM TO BE THE ULTIMATE EXECUTORS OF MY WILL! MY SQUAD OF BIOTRON CONSTRUCTS SHOULD HAVE BROUGHT ME THE CORPSE OF CAPTAIN AMERICA LONG AGO! YET THEY HAVE NOT! I DEMAND TO KNOW WHY?

MAYBE BECAUSE THEY ALL WENT TO PIECES WHEN AN IMPERFECT HUMAN BEAT THE POLISH OFF THEIR CHROME-DOMES!

SPIDER-MAN-- CAPTAIN AMERICA-- *ALIVE!*

SKOW

SKREE

SKASH

YOU MAY HAVE MIRACULOUSLY ESCAPED DEATH ONCE, BUT YOU'LL NOT DO SO AGAIN! BIOTRONS--ATTACK--KILL THEM!

SHEESH! HOW UNSOCIABLE CAN YOU BE?

SURRENDER, SULTAN! YOU'LL NEVER WIN! DIVERT YOUR ROCKET, BEFORE THOUSANDS OF PEOPLE ARE NEEDLESSLY KILLED!

NEVER! IT IS THOSE SELFSAME DEATHS THAT SHALL ENSURE MY RULE!

ONCE THE PEOPLE OF WASHINGTON DIE, EVERYONE IN AMERICA WILL BOW BEFORE MY OVERWHELMING POWER--AND GLADLY PROCLAIM ME *KING!*

MISTER YOU DON'T KNOW THING ONE ABOUT AMERICANS!

A DEVASTATING SNEAK ATTACK WAS TRIED AGAINST AMERICA ONCE BEFORE-- ON DECEMBER 7, 1941--AT PEARL HARBOR!

INSTEAD OF DESTROYING A PEOPLE, IT UNITED A NATION IN AN UNENDING FIGHT FOR FREEDOM!

PA-KRAK!

MISTER, THAT'S A FIGHT NO POWER-MAD DICTATOR HAS *EVER* WON!

YOU TELL HIM, CAP!

STOP! RELEASE ME! I'LL GRANT YOU ANY POSITION IN MY KINGDOM!

YOUR WISH IS MY COMMAND;- "MAJESTY"!

SPUK

NO! NOT THAT WAY! SAVE ME! NAME YOUR PRICE! I'LL GIVE YOU ANYTHING!

SORRY, SULTAN-- BUT I'M NOT INTERESTED!

KA-RASH

YOU... HAVE... WON... THIS... ROUND... CAPTAIN AMERICA... BUT... I... SHALL... STILL... DESTROY ... WASHINGTON...

BZEE POP SPANG

YOU... HEAR... ME...? WASHINGTON... SHALL... BE... DESTROYED..!

WHUMP

A FINAL GOUT OF ACRID SMOKE EXPLODED FROM THE RUINED BIO-MECHANICAL BODY OF SULTAN, OBSCURING FROM CAPTAIN AMERICA AND SPIDER-MAN A TINY MODULE!

WITHOUT HESITATION, IT RISES FROM SULTAN'S FALLEN FORM--

--AND BEFORE EITHER HERO HAS A CHANCE TO NOTICE, UNERRINGLY FLIES AWAY FROM THUNDERHEAD ISLAND!

HE'S... *DEAD!* BUT, HE SHOULDN'T BE! HIS HEAVY EXOSKELETON SHOULD HAVE PROTECTED HIM FROM A FATAL FALL!

YEAH, IT'S CREEPY ALL RIGHT, CAP--

--BUT AT LEAST IT STOPPED ALL HIS BIONIC BOZOS! THEY FROZE INTO INSTANT STATUES THE SECOND SULTAN FELL!

IT'S ALWAYS LIKE THAT, SPIDER-MAN! ONCE THE HEAD OF THE MOVEMENT IS GONE...

... THE BODY--THE MINDLESS SOLDIERS--BECOME HELPLESS!

SUDDENLY...

HEY! THE WHOLE ISLAND'S SHAKING LIKE IT'S IN THE MIDDLE OF AN--

RRRRUMBLE

SPIDEY, GRAB HOLD OF MY ARM--

SURE, CAP, BUT YOU NEVER STRUCK ME AS THE KIND OF GUY WHO'D GET FAINT OVER THE FLOOR SHAKING!

I KNOW YOU'RE JOKING, SON, BUT THIS ISLAND MIGHT BE SET TO DETONATE AT THE TIME OF SULTAN'S DEATH! AND THAT'S NO JOKE!

THIS JET-PACK--SLOWED AND OVERLOADED AS IT IS BY YOUR EXTRA WEIGHT--IS OUR ONLY CHANCE OF ESCAPE!

BUT, INSTEAD OF EXPLODING, THEY DISCOVER...

... THE ISLAND'S TAKING OFF LIKE A SUPERSONIC FIGHTER PLANE!

HEY, CAP--YOU LOOK LIKE SOMEONE JUST STOLE YOUR "I LIKE IKE" BUTTON. WHAT'S WRONG?

OUR COMBINED WEIGHT IS TOO GREAT FOR THE JET-PACK! WE'RE FALLING TOO FAST--IF WE LAND WRONG, THE IMPACT COULD KILL US!

SORRY I ASKED!

THERE ISN'T MUCH TIME... SPREAD YOUR ARMS AND LEGS, SPIDEY--LIKE THIS!

IT'LL HELP BREAK THE SPEED OF YOUR DESCENT--GIVE YOU THE CONTROL YOU NEED TO ROLL ONCE YOU HIT THE GROUND!

HOW COME THIS KIND OF STUNT ALWAYS LOOKS SO EASY IN THE MOVIES?

WUFF!

CAP, NEXT TIME WE GO OUT TOGETHER, REMIND ME TO BRING A PARACHUTE!

WHY ARE YOU TAKING OFF THAT JET-PACK, CAP? YOU NEED IT TO FLY TO A PLACE WITH A PHONE SO YOU CAN WARN WASHINGTON!

I WOULD, BUT IT'S OUT OF FUEL!

OH, GREAT! *NOW* WHAT ARE WE GOING TO DO?

THE ONLY THING WE CAN, SPIDEY--SPLIT UP AND HOPE ONE OF US REACHES A TELEPHONE BEFORE IT'S TOO LATE!

I REMEMBER SEEING A FARM-HOUSE SOMEWHERE BEYOND THAT GROVE OF TREES AND AN-OTHER ONE BEYOND THAT RISE TO THE LEFT BEFORE WE LANDED!

I'LL TAKE THE FIRST AND--

HOLY COW! MY SPIDEY-SENSE IS TINGLING LIKE *WILD!*

CAP--

--JUMP!

ZZZ... AK

I COULD ALMOST ADMIRE YOUR ATTEMPTS TO SAVE YOUR DESPIC-ABLE CAPITOL CITY, IF THEY WERE NOT SO PITIFULLY DOOMED TO FAILURE!

SULTAN! BUT... HOW..?

DO I LIVE WHEN YOU THOUGHT ME DEAD? THE LAWS OF LIFE AND DEATH HOLD NO SWAY OVER SULTAN! LONG AGO I EVOLVED A METHOD OF ENCODING MY IDENTITY ONTO A MOBILE MICROCHIP.

AT ANY MOMENT I CAN TRANSPORT MYSELF TO ANY ONE OF A SCORE OF SPECIALLY DESIGNED BIONIC BODIES.

THUS, I HAVE ACHIEVED IMMORTALITY-- ENABLING ME TO RULE EARTH... *FOREVER!*

WHAM

NEVER!

TZZZIP

UNH!

THAT PEA-SHOOTER OF YOURS PACKED QUITE A PUNCH! LET'S SEE WHAT IT DOES WHEN I AIM IT AT YOUR BIONIC ARMY!

BUT...

I'M PULLING THE TRIGGER, BUT THIS NUTTY THING'S NOT WORKING!

MAYBE I CAN BLUFF THOSE BIONIC CONSTRUCTS...

FREEZE! REACH FOR THE SKY! YOU SAW WHAT THIS GUN DID! TAKE ANOTHER STEP--AND I'LL DO THE SAME TO YOU!

HEY, THEY TOOK THAT STEP! WELL, IT SEEMED LIKE A GOOD IDEA!

HECK, WHO NEEDS A GIMMICKY GUN THAT DOESN'T WORK... WHEN I'VE GOT MY TRUSTY WEB-SHOOTERS!

STOP! EVEN YOU CRETINOUS IMBECILES MUST REALIZE THAT YOU CANNOT CONTINUE THE FIGHT WHEN THE CITY YOU HAVE SOUGHT TO PRESERVE...

...FALLS BENEATH THE FURY OF NUCLEAR ANNIHILATION!

THE ATOMIC FUNERAL PYRE IS BUT THE FIRST OF DOZENS THAT SHALL FLARE ALL OVER THE WORLD UNTIL EVERY NATION'S CAPITOL LIES IN AN UNAPPROACHABLE GRAVE OF RADIOACTIVE ASH!

DESPITE YOUR EVERY EFFORT TO THWART ME, YOU HAVE LOST, CAPTAIN AMERICA! I HAVE WON!

IN THE LIGHT OF THAT GLORIOUS GLOW, I HEREBY PROCLAIM MYSELF SULTAN, THE FIRST KING OF EARTH!

NO! THOSE MILLIONS OF INNOCENT LIVES SHALL NOT HAVE DIED IN VAIN! YOU'LL NEVER RULE ANYTHING, MADMAN, SO LONG AS I LIVE!

SO SWEARS CAPTAIN AMERICA!

THE REPLY TO THAT...

...IS SO FOOLISHLY SIMPLE, IT IS ALMOST TOO TRITE TO SPEAK ALOUD!

YOUR VALIANT STRUGGLES AMUSED ME ONCE...

...BUT NOW THEY DO NOT! IT IS TIME I ENDED THIS CHARADE AND...

SULTAN...

...YOU TALK TOO MUCH!

ENOUGH! I SHALL TOY WITH YOU NO LONGER!

DIE, CAPTAIN AMERICA-- *DIE!*

NO TIME TO DODGE -- MUST BEAR THE FULL FORCE OF HIS SONIC BLAST WITH MY SHIELD!

SSKKAK

CAP! MY EARS ARE RINGING LIKE FIRE ALARMS! ARE YOU ALL RIGHT?

... DAZED... NUMB...

SNAP OUT OF IT QUICK! SULTAN'S COMING FAST! I CAN HOLD OFF HIS ARMY, BUT I CAN'T FIGHT THEM BOTH!

I ASSURE YOU, SPIDER-MAN, IN A FEW MOMENTS YOU'LL NO LONGER HAVE THAT CONCERN--YOU'LL BE DEAD!

WHAT--YOU LEAP TO ATTACK ANEW! IMPOSSIBLE!

I WAS "PLAYING 'POSSUM", SULTAN-- WAITING FOR YOU TO GET CLOSE--

FOOL! DON'T YOU SEE HOW HELPLESS YOU TRULY ARE?

NO! THAT WOULD BE TOO SWIFT-- TOO BORING!

I COULD BREAK YOUR SKULL LIKE AN EGG!

I SHALL HOLD YOU HELPLESS-- PUMMEL YOUR BODY WITH AN ENDLESS STREAM OF SONIC BEAMS THAT SHALL SHATTER EVERY NERVE IN YOUR BODY, BEFORE YOU DIE!

SULTAN'S TOYING WITH ME, WAITING FOR HIS SONIC GENERATORS TO REACH FULL POWER!

MUST WAIT UNTIL THE LAST POSSIBLE SECOND TO DO...

...THIS!

WHA--? YOUR SHIELD JAMMED ACROSS MY FINGERTIPS AS I UNLEASHED MY POWER! NO!

YOU--YOU'RE CAUSING INCALCULABLE FEEDBACK! I CAN'T CONTROL IT!

I'M GOING TO--

KA-THOOM

SPIDEY--THAT OBJECT FLYING OUT OF SULTAN'S CHEST--!

THAT MUST BE HIS IDENTITY MODULE! I'LL SNATCH IT!

CRIPES! IT DUCKED OUT OF THE WAY OF MY WEB!

SPIDER-MAN, SHOOT A WIDE SWATH OF WEBBING--HURRY!

WILL DO, CAP! BUT, IT'S GOING SO FAST-- IF I MISS LIKE THE LAST TIME, SULTAN WILL ESCAPE!

KA-BAM

NO HE WON'T!

THAT VOICE-- NICK FURY!

YOU BETTER BELIEVE IT, WING-HEAD! IT TURNS OUT THE MISSILE I WAS RIDIN' WAS A DECOY! I WAS ABLE TO OVERRIDE ITS AUTOPILOT AND LAND THE ROCKET IN THE OCEAN!

THERE, A S.H.I.E.L.D. RESCUE PLANE I CALLED PICKED ME UP!

BUT... THE GLOW IN THE HORIZON...

THAT WAS SULTAN'S REAL BOMB--THUNDER-HEAD ISLAND-- BEING BLOWN OUT OF THE SKY BY A SQUAD OF S.H.I.E.L.D. INTERCEPTORS!

DON'T WORRY--SULTAN HAD MANY THINGS, BUT ONE WEAPON HE DID NOT HAVE WAS AN ATOMIC BOMB!

YAHOO! THEN WASHINGTON DIDN'T GO UP IN SMOKE AFTER ALL!

NICK, OLD FRIEND, I HATE TO SAY IT, BUT THIS OLD WARHORSE IS TIRED! LET'S FIND YOUR FLIER AND GO HOME!

THE END

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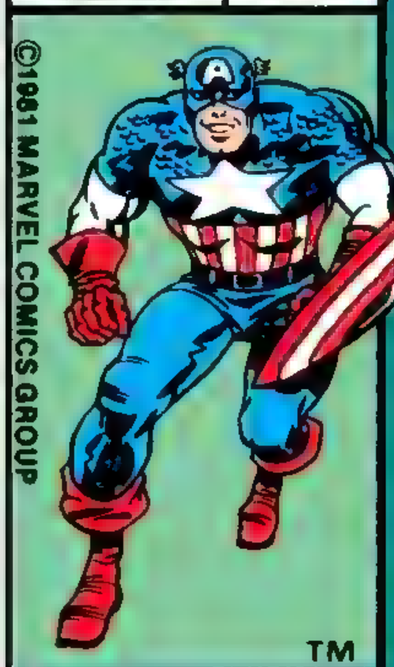

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CAPTAIN AMERICA®

CAP DEFENDS HIS BELIEF IN THE AMERICAN WAY OF LIFE AGAINST A DARINGLY DIFFERENT SUPER-VILLAIN!

INTRODUCING THE THREAT OF...

EVERYMAN!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

DE MATTEIS / WRITER | ZECK / PENCILER | BEATTY / INKER | NOVAK / LETTERER | SHAREN / COLORIST | SALICRUP / EDITOR | SHOOTER / EDITOR-IN-CHIEF

THE MAN WHO MADE A DIFFERENCE!

...AND, IN CONCLUSION, I WOULD LIKE TO SAY THAT THE FUTURE OF THIS LAND IS *YOURS* TO MOLD-- THE DESTINY OF OUR GREAT NATION IS LITERALLY IN YOUR HANDS.

I KNOW THAT THERE ARE THOSE WHO WANT YOU TO BELIEVE THAT THE AVERAGE CITIZEN IS POWERLESS-- THAT YOU CAN'T MAKE A DIFFERENCE IN THIS WORLD. WELL, THAT'S JUST NOT SO.

TON HIGH SCHOOL

WE OMES

REACH OUT. CARE. DARE TO DREAM THE HIGHEST DREAMS. AND YOU *WILL* MAKE A DIFFERENCE. YOU *MUST.*

WHEN THE INVITATION TO ADDRESS THE STUDENTS OF DE WITT CLINTON HIGH SCHOOL ARRIVED AT AVENGERS MANSION, THE LIVING LEGEND OF WORLD WAR II WASN'T SURE IF HE SHOULD ACCEPT. BUT NOW, STARING OUT AT THE SEA OF WIDE-EYED FACES, SPEAKING, HEART-TO-HEART, TO THE FUTURE HOPE OF AMERICA, NOTHING CAN QUELL THE PRIDE CAPTAIN AMERICA FEELS.

NOT THE SMATTERING OF JEERS MIXED IN WITH THE WILD APPLAUSE...

...AND **CERTAINLY** NOT THE UNCTIOUS FAWNING OF PRINCIPAL BENJAMIN Q. HILLSIN...

WHY THANK YOU, THANK YOU, ***THANK*** YOU, CAPTAIN AMERICA! WHAT SAY WE GIVE THE DEAR BOYS AND GIRLS A CHANCE TO ASK YOU SOME QUESTIONS NOW, ALL RIGHT?

I'D BE DELIGHTED.

KAREN BERGER'S THE NAME, CAP--AND I'D LIKE TO KNOW IF YOU'LL TAKE ME OUT TONIGHT.

IF YOU'RE NOT BUSY SAVING THE WORLD, THAT IS.

WELL... I... ER... WHAT I MEAN TO SAY ... ER...

CAN WE HAVE THE NEXT QUESTION, PLEASE?

THAT WE CAN, CAP! YOUNG LADY--I WANT YOU IN MY OFFICE DIRECTLY AFTER ASSEMBLY! THESE KINDS OF SHENANIGANS WILL ***NOT*** BE TOLERATED IN MY SCHOOL!

NOW LET'S MOVE ALONG!

NEIL MARKS HERE. CAPTAIN, WHAT WITH THE STATE OF OUR COUNTRY AND THE WORLD TODAY --THE ARMS BUILD-UP, THE ENERGY-SHORTAGE --I WAS WONDERING HOW YOU CAN MAINTAIN SUCH AN OPTIMISTIC OUTLOOK.

STAR TREK

I MEAN... ***HEY!***

SHOVE OVER, TUB-BALL! THAT AIN'T THE WAY TO CONFRONT THIS LIAR!

STAR TR

WE'VE ALL HAD ENOUGH OF YOUR BULL ABOUT THE ***AMERICAN DREAM***, FLAG-WAVER!

LET'S TALK ABOUT THE AMERICAN *REALITY*--ABOUT UNEQUAL DISTRIBUTION OF WEALTH--ABOUT POVERTY, FRUSTRATION, AND *DEATH!*

OR ARE YOU *AFRAID* OF THE TRUTH?!

IT HAPPENS QUICKLY...

...THE FURTIVE MOVEMENT...

...THE STRANGLED CRY OF TERROR...

...GOOD HEAVENS...

...AND THE SOUND OF MAN-MADE THUNDER!

WHA-

THAK

CHAKANG!

INSTANTLY, CAPTAIN AMERICA IS MOVING, BUTTING THE NUMB HILLSIN TO ONE SIDE...

...AND LEAPING, WITH ASTONISHING EASE AND GRACE TOWARD HIS ATTACKER...

I SUGGEST YOU PUT THAT GUN AWAY, SON--

--BEFORE *ONE* OF US GETS HURT!

THE CHAOS ENDS BEFORE THE SECURITY GUARDS REACH THEM...

...AND, AFTER THE AUDITORIUM HAS BEEN CLEARED...

I MUST SAY, CAPTAIN--YOU HAVE SOME EXTRAORDINARY MOVES!

IT'S NO WONDER YOU'VE BEEN THE IDOL OF SO MANY GENERATIONS!

IGNORING HILLSIN'S INANE BANTER, THE LIVING LEGEND TURNS TO FACE HIS WOULD-BE ASSASSIN...

...AND THE DISHEVELED YOUTH READS THE CONFUSION ETCHED INTO HIS INTENDED VICTIM'S FACE...

YOU WANNA KNOW *WHY*, MAN?

BECAUSE YOU'RE THE SYMBOL OF EVERYTHING THAT STINKS IN THIS COUNTRY!

YEAH--YOU'RE THE SHINING EXAMPLE WHO SAYS, "YOU CAN BE WHAT *I* AM IF YOU ONLY TRY!" IT'S THE AMERICAN SUCCESS SICKNESS: STRIVE TO *BE* SOMETHING--SCRAMBLE TO THE TOP OF THE HEAP.

BUT YOU KNOW THAT ONLY ONE IN TEN THOUSAND IS GONNA *MAKE* IT! SO WHAT ABOUT THE REST OF US?

WHAT ABOUT THE FAILURES?

P-TEW

WHY YOU SWINISH LITTLE--!

JUST HOLD IT RIGHT THERE, HILLSIN!

IF YOU WANT TO PROVE YOUR MANHOOD--

--GO DO IT SOMEPLACE ELSE!

THE WORDS SEEM TO HANG IN THE AIR --STINGING AND BITTER--LONG AFTER THE MAN WHO VOICED THEM IS **GONE.**

SOME HOURS LATER, THE SUNSET SPRAYS THE WINDOWS OF THIS **BROOKLYN HEIGHTS** BROWNSTONE A BRILLIANT RED.

AND, INSIDE THE APARTMENT OF FREELANCE ARTIST **STEVE ROGERS**...

...THE BOURBAN-SMOOTH VOICE OF FRANK SINATRA WAFTS FROM AN OLD STEREO AS STEVE ROGERS AND HIS LADY, BERNIE ROSENTHAL, FINISH UP A CASUAL DINNER...

YOU KNOW, I'M USUALLY ONE FOR AN EGG ROLL, SOME SPARE RIBS, AND A LITTLE CHOW MEIN -- BUT THIS WAS **WONDERFUL!**

CHOW FON AND SWEET AND SOUR CHICKEN IS HARDLY EXOTIC, STEVE -- BUT I'M GLAD TO SEE YOU'RE BROADENING YOUR TASTES A LITTLE.

BUT LET'S NOT TALK ABOUT FOOD. LET'S TALK ABOUT **US.**

YOU

WELL, FOR ONE THING, WE HAVEN'T HAD MUCH TIME TOGETHER LATELY -- WHAT WITH YOUR TRAVELING ALL OVER THE PLACE...

WHAT ABOUT US?

A GIRL MIGHT BEGIN TO THINK SHE WASN'T LIKED.

WHAT? I'M SORRY, BERNIE. I WAS THINKING ABOUT SOMETHING. I DIDN'T HEAR WHAT YOU SAID.

DOESN'T MATTER.

SOMETIMES WORDS ARE **SUCH** A WASTE.

HEY! IT WOULD BE NICE IF YOU KISSED **BACK**, YOU KNOW?

WHAT DOES A GIRL HAVE TO DO TO GET YOUR ATTENTION THESE DAYS? PUT ON A HAREM OUTFIT AND DO A BELLY DANCE?

I-I'M SORRY, BERNIE -- BUT SOMETHING HAPPENED TODAY THAT THREW ME OFF-BALANCE...

THEN *SHARE* IT WITH ME, STEVE. IT'S NOT HEALTHY TO KEEP THINGS BOTTLED UP.

I'D LIKE TO, BERNIE -- BUT, WELL, IT'S... *PERSONAL.*

OH, I SEE. AND YOU DON'T FEEL CLOSE ENOUGH TO ME TO TALK TO ME ABOUT IT -- IS THAT WHAT YOU MEAN?

BERNIE -- THAT IS *NOT* WHAT I MEAN! I --

I'LL TALK TO YOU LATER, STEVE! G'BYE.

THE DOOR SLAMS BEHIND HER WITH DISTRESSING FINALITY.

ELSEWHERE. THE FESTERING SECTION OF MANHATTAN KNOWN AS *HELL'S KITCHEN,* TO BE EXACT.

HERE, SQUALID TENEMENTS SHELTER A HOST OF BROKEN SOULS: SOME VITAL -- SOME DYING -- AND SOME...

*...THAT SIMPLY **DEFY** CLASSIFICATION...*

IRA'S ILL-CONCEIVED ACTIONS SHOULDN'T WORRY YOU, MY FRIENDS. DESPITE THE FACT THAT HE ACTED RASHLY, HIS HEART WAS IN THE RIGHT PLACE.

I -- *EVERY-MAN* -- SHALL FINISH HIS WORK, DESTROYING CAPTAIN AMERICA AND ALL HIS COZENOUS BROOD!

SO *YOU* SAY, BIG-MOUTH!

WHAT REAM ?

UNDER ACH EVERS UTE!

DEATH SUCC THE ERS

EM

PRESIDE

YOU TALK A *REAL* GOOD FIGHT, EVERY-MAN, BUT IT WAS MY BROTHER WHO WENT OUT AND TOOK ACTION--AND NOW HE'S ROTTING IN JAIL!

THAT IS THE *POINT,* MAGGIE! IRA HAD THE RIGHT IDEA--BUT HE LACKED THE PROPER DRAMA! HIS STYLE LEFT MUCH TO BE DESIRED! AS SUCH, HE PAID THE PRICE!

THAT IS WHY I AM HERE--TO EMBODY YOUR FRUSTRATIONS, FEARS AND FAILURES--

--TO TURN THE BIG LIE AGAINST THOSE THAT PERPETUATE IT!

ENEMY PRESIDENT

EZZAKT!

THAT IS WHY I WILL SEEK OUT THE *SYMBOL* OF THE AMERICAN LIE, AND, IN ALL YOUR NAMES, DESTROY HIM! THAT IS WHY--

--CAPTAIN AMERICA *MUST* DIE!

DEA TH

MEANWHILE, BACK IN BROOKLYN, A CERTAIN SHIELD-SLINGING BIKER HAS TAKEN TO THE STREETS IN HOPES OF CLEARING HIS MIND AND UNTANGLING THE KNOTS IN HIS GUT...

GOOD WORK, CAP. YOU TRY TO RACE YOUR TROUBLES OFF AND END UP SMACK IN THE MIDDLE OF A NEIGHBORHOOD THAT ONLY *ACCENTS* WHAT THAT KID SAID TODAY!

HE MAY HAVE OVERSTATED IT --BUT THERE WERE TOO MANY SAD TRUTHS IN HIS TIRADE FOR ME TO IGNORE IT!

AS IF I COULD *EVER* IGNORE ALL THE--*EH?*

WOW-- LOOK!

I DON'T BELIEVE IT!

CAPTAIN AMERICA! OH, BOY!

THE THREE BEAMING FACES ARE ENOUGH TO SHUNT ASIDE ALL REVERIES AND RECRIMINATIONS...

...AS A BROADLY-GRINNING CAP HOPS OFF HIS CYCLE AND...

WHAT'S UP, BOYS?

GEE-- YOU REALLY *ARE* CAPTAIN AMERICA -- RIGHT HERE IN BEDFORD-STUYVE-SANT!

WE READ ABOUT YOU ALLA TIME--

YEAH! BUT WE NEVER THOUGHT WE'D *MEET* YOU!

MEANWHILE, SEVERAL STORIES ABOVE...

LOOK AT THE GOON SHOWIN' OFF DOWN THERE!

I GUESS HE GOT *BORED* IN THAT AVENGERS MANSION AND DECIDED TO GO SLUMMING!

WHAT SAY WE PUT 'IM IN HIS PLACE?

YEAH--

"--LET'S *TRASH* HIM!"

SKOOT KLAK BOONT

HEY!

LOOKING GOOD, FLAG-FACE!

GARBAGE *BECOMES* YOU!

YOU UGLY, MUSCLE-BOUND OLD COOT!

OF ALL THE IDIOTIC STUNTS--!!

DIDN'T IT OCCUR TO YOU YOUNG FOOLS THAT YOU COULD HAVE *HURT* THOSE CHILDREN--

--OR IS THAT BEYOND YOUR LIMITED MENTAL CAPACITIES?!

UM...I THINK HE'S *MAD.*

PEDRO--MIKE! WHERE'RE YOU GOIN'? THIS SUPER-STUD AIN'T GONNA DO ANYTHING!

THIS DUDE CAN WHOMP *THE RED SKULL!* YOU THINK HE'S GONNA STOMP *US* FOR THROWIN' GARBAGE ON HIM?

I'VE GOT YOUR NUMBER, HERO! YOU HUNG OUT IN GHETTOS BACK WHEN IT WAS FASHIONABLE-- BUT NO MORE!

SO WHY DON'T YOU GET LOST! AROUND HERE YOU AIN'T WORTH *SPIT!*

P-TEW

THERE IS AN INSTANT OF TENSE SILENCE AS THE EYES BEHIND THE MASK GLEAM WITH RAW ANGER...

...AND THEN...

DON'T HIT HIM, CAP! HE DIDN'T MEAN ANY HARM!

AND HOW DO YOU KNOW *THAT*, SON?

'CAUSE THIS IS MY BIG BROTHER, GILBERT-- AND HE'S A *GOOD GUY!*

*GOOD GUYS AND BAD GUYS--FOR CAPTAIN AMERICA, THIS HAS BEEN A DAY WHEN THE DISTINCTION BETWEEN THE TWO HAS GROWN VAGUE AND HE WONDERS: WAS THERE EVER **TRULY** A TIME WHEN IT WAS DIFFERENT?*

SIMULTANEOUSLY, IN THE CLOGGED HEART OF MANHATTAN...

HOLY SPIT! WHAZZAT?

FZZAKT

WHONG

ONLY IN NEW YORK...

WHERE'S CBS? I TOLD THEM TO BE HERE! WHERE ARE THOSE CONEHEADS FROM NBC?

IT'S NOT *LIKE* THE MEDIA VULTURES TO BE LATE WHEN THE SCENT OF BLOOD IS IN THE AIR!

AND, JUST AROUND THE CORNER...

AH, THE GENTLEMEN OF THE PRESS! I *KNEW* YOU PHILISTINES WOULDN'T DISAPPOINT ME!

I THINK WE'VE GOT A REAL *NUT-JOB* ON OUR HANDS, LEW!

NUT-JOBS MAKE *NEWS*, TED.

SHALL WE BEGIN, MY FATUOUS FRIENDS?

MEANWHILE, SEVERAL BLOCKS DISTANT, IN THE TOWNHOUSE HEADQUARTERS OF THE MIGHTY *AVENGERS*...

YOU KNOW, *IRON MAN*-- READING THESE OLD UNDERGROUND COMIX SURE BRINGS BACK A LOT OF MEMORIES OF THE GOOD OLD DAYS!

ZAP

WHO COULD FORGET LOVE-INS... NIXON... THE WAR IN VIET NAM?

I KNOW YOU'RE ONLY HALF-SERIOUS, *TIGRA*--BUT I CAN'T SHARE YOUR NOSTALGIA...

THOSE DAYS WERE TERRIBLE.

THE COUNTRY WAS SPLIT DOWN THE MIDDLE OVER A WAR NOBODY WANTED--OUR GOVERNMENT WAS BEGINNING TO UNRAVEL--OUR YOUTH WAS RIOTING IN THE--

HIYA, GORGEOUS!

--*STREETS*?

YAHOO! THERE'S IRON MAN!

YEAH-- AN' I DON'T KNOW WHO THIS FURRY LADY IS -- BUT SHE SMELLS JUST LIKE MY CAT, ELMO!

IRON MAN, IS THIS SOME TEAM OF SUPER-VILLAINS I MISSED IN THE FILES -- LIKE THE *SESAME STREET SQUAD*--

--OR THE HORRIBLE HORDES OF *CAPTAIN KANGAROO*?

PARDON ME, MASTER IRON MAN--MISS TIGRA-- BUT HAVE YOU SEEN THREE RA--

OH! THEY'RE IN HERE!

I KNOW! YOU'RE THE LETHAL LEGION OF *LITTLE RASCALS!*

=OOF!=

HEY, FANCY PANTS -- WHAT'S *YOUR* SUPER-POWER?

OKAY-- THAT'S ENOUGH! *HOLD* IT!

ARE YOU ALL RIGHT, JARVIS?

A BIT RUFFLED, SIR-- BUT OTHERWISE INTACT!

I'D LIKE TO APOLOGIZE TO YOU ALL. I BROUGHT THE BOYS HERE AS A SPECIAL TREAT AND I GUESS THEY GOT A BIT... CARRIED AWAY!

YOU SEE, SOME THINGS HAPPENED TODAY--AND I FEEL THAT I *OWE* THEM SO--

DROP THE GUILT-TRIP, MAN-- YOU DON'T OWE US *ANYTHING!* BUT YOU DID SHOW US SOME KINDNESS!

INSTEAD OF CALLING THE COPS OR LEAVING THE RUNTS HIGH AND DRY, YOU DECIDED TO *REACH OUT* A LITTLE.

AND THAT PUTS YOU IN SOLID WITH US-- IF YOU CAN *DIG* IT?

FROM ALL INDICATIONS, THE STAR-SPANGLED AVENGER CAN MOST ***ASSUREDLY*** *"DIG IT"...*

COME ON, FELLAS-- LET ME GIVE YOU THE GRAND TOUR!

ONE "GRAND TOUR" LATER...

WOULDN'T YOU KNOW IT? THE FIRST CHANCE I GET IN WEEKS TO WATCH M*A*S*H--AND IT GETS BUMPED BY A NEWS BULLETIN!

LOOKS LIKE ANOTHER BALEFUL BADDIE OUT TO WIN FRIENDS AND INFLUENCE PEOPLE!

--COME TO YOU AS A REPRESENTATIVE OF AMERICA'S MOST **SILENT** MAJORITY--THE POOR SAPS WHO ALWAYS HAVE THE DREAM OF SUCCESS DANGLED IN FRONT OF THEIR FACES--

--BUT WHO ARE DOOMED BY POVERTY OR THEIR OWN ORDINARINESS TO A LIFE OF UNFULFILLED WISHES!

IT IS TIME THAT THE **COMMON MAN** INHERITED THE REIGNS OF POWER! IT'S TIME THE WEALTHY AND THE VENAL--THE MILLIONAIRES AND THE POLITICIANS--STOPPED CONTROLLING OUR DESTINIES!

THERE IS NO BETTER EXAMPLE OF ALL THAT IS WRONG IN THE UNITED STATES THAN **CAPTAIN** AMERICA! BORN IN A LABORATORY--A CREATION OF THE MILITARY--

--A GOVERNMENT-CREATED TOOL WHOSE PRIME PURPOSE IS TO KEEP THE FALSE DREAM **ALIVE!**

...THEN, JUST AS THE SELF-STYLED **EVERY-MAN** CHALLENGED CAPTAIN AMERICA TO A MIDNIGHT DUEL AT THE **STATUE OF LIBERTY**--

--FOUR ARMED POLICEMEN ARRIVED TO TAKE HIM INTO CUSTODY!

BUT THE CHARISMATIC FIGURE WHOSE FOLLOWERS CLAIM RESPONSIBILITY FOR TODAY'S ASSASSINATION ATTEMPT ON CAPTAIN AMERICA CASUALLY TURNED--

--AND **MURDERED** THEM!

LET THESE MEN STAND AS EXAMPLES OF WHAT'S IN STORE FOR THE HEARTLESS FIENDS IN POWER!

WOW, CAP! THAT WAS *VERRRY* HEAVY! WHAT ARE YOU GOING TO--

--DO?

CAP?!

FORGET IT, LADY-- HE'S GONE!

WHEN HE HEARD ABOUT THOSE COPS GETTING KILLED HE JUST RAN RIGHT OUTTA HERE!

AND I'LL TELL YOU SOME-THING--

"--HE LOOKED *REALLY* UPSET!"

HOW CAN THE MEDIA LAVISH ATTENTION ON PEOPLE LIKE THIS EVERYMAN? HE'S CLEARLY A PSYCHOPATH OUT TO MANI-PULATE THE VERY PEOPLE HE CLAIMS TO REPRESENT--A MANIAC WHO TWISTS IDEAS LIKE *PUTTY!*

ALL RIGHT--SO STEVE ROGERS *WAS* TRANSFORMED INTO CAPTAIN AMERICA BY THE MILITARY! BUT THAT WAS A DIFFERENT ERA! I'M MY OWN MAN NOW AND--AT HEART-- I ALWAYS *HAVE* BEEN!

IT TOOK TIME FOR ME TO BECOME AWARE OF THE HUGE GAP BETWEEN THE AMERICAN DREAM AND THE AMERICAN REALITY--AND PERHAPS THERE WERE TIMES I COULD HAVE WORKED EVEN *HARDER* TO BRIDGE IT!

BUT YOU DON'T GET CHANGE BY MOUTHING SPECIOUS IDEOLOGIES AND MAKING "EXAMPLES" OF INNOCENT MEN! THAT'S THE ROUTE OF THE PEDAGOGUE AND THE TYRANT!

PLAYING INSIDIOUS GAMES OF "THEM VERSUS US" DOESN'T DO A BLASTED BIT OF GOOD! THE YEARS HAVE TAUGHT ME THAT WE'RE *ALL* "US"!

AND THE SOONER WE ACCEPT THAT, THE BETTER OFF AMERICA-- AND THE *WORLD*-- WILL BE!

HELL'S KITCHEN.

WHAT'S WRONG, MAGGIE? YOU SEEM SO QUIET-- SO DISTANT. YOU'RE NOT STILL ANGRY WITH ME, ARE YOU?

NO, I'M NOT ANGRY. JUST... CONFUSED. MY WHOLE LIFE HAS BEEN A FLIGHT FROM POVERTY--FROM PARENTS THAT TREATED ME AND IRA LIKE DIRT-- FROM A WORLD THAT NEVER WENT BEYOND ROACH-INFESTED APARTMENTS AND DEAD-END JOBS.

I *KNOW* OUR CAUSE IS RIGHT! I *KNOW* THAT PEOPLE NEED TO BE SHAKEN OUT OF THEIR APATHY-- REMINDED OF ALL THAT'S WRONG WITH THIS COUNTRY!

BUT I JUST CAN'T GET BEHIND THIS VIOLENCE! WHAT WAS THE POINT OF KILLING THOSE COPS?

WHY TRY AND ASSASSINATE CAPTAIN AMERICA?

MAGGIE--DON'T YOU *SEE*? THEY'RE KILLING *US* EVERY DAY!

LET ME TELL YOU A LITTLE STORY...

"...THE STORY OF A GOOD MAN WHOSE WIFE DIED, LEAVING HIM WITH A FRAIL AND SICKLY SON. THAT MAN BROKE HIS BACK FOR TWENTY YEARS IN A FACTORY, JUST TO KEEP A ROOF OVER THE SON'S HEAD--JUST TO PUT FOOD ON THE TABLE.

"BUT, DESPITE ALL HE'D SUFFERED, THAT GOOD MAN NEVER LOST FAITH IN HIS COUNTRY. HE BELIEVED THAT HIS SON WOULD SUCCEED WHERE HE'D FAILED; THAT THE BOY WOULD REAP THE PROMISE OF AMERICA AND MAKE A DIFFERENCE IN THE WORLD...

"BUT WHEN THAT GOOD MAN DIED, HIS DREAMS DIED, *TOO*: THE SON DIDN'T EVEN HAVE ENOUGH MONEY TO PROVIDE A DECENT *FUNERAL*. AND SO HE DECIDED TO REPAY HIS FATHER IN ANOTHER WAY.

"HE DECIDED TO LEAD THE REVOLUTION THAT WOULD GIVE ALL THE GOOD MEN CONTROL OF THEIR LIVES --MAKE THEM AWARE OF THE FALSE DREAMS THAT EXIST JUST TO KEEP THEM IN LINE..."

HE BECAME-- *EVERYMAN*--

--WIELDING A SWORD OF JUSTICE...

...ARMED WITH THE POWER OF TRUTH!

MIDNIGHT COMES TO LIBERTY ISLAND--BRINGING WITH IT A CARNIVAL ATMOSPHERE UNLIKE ANYTHING THE FABLED LADY WITH THE TORCH HAS EVER WITNESSED.

THIS MATCH IS BEING TOUTED AS THE "MEDIA EVENT OF THE YEAR"--AND THE CURIOUS, THE BORED, THE THRILL-SEEKERS, HAVE SWARMED HERE TO BE PART OF IT.

A PALPABLE TENSION FILLS THE AIR AS THE MAN IN THE RED, WHITE, AND BLUE COSTUME THREADS HIS WAY THROUGH THE CROWD; EVERYMAN'S FOLLOWERS RESPONDING WITH A HAIL OF VERBAL ABUSE...

FORGOTTEN MAN!

THE MEEK SHALL INHERIT THE NATION!!

SERGEANT--I WANT THOSE BARRICADES MOVED BACK! ONCE THAT LUNATIC EVERYMAN SHOWS HIMSELF--THINGS COULD GET OUT OF HAND! AND I *DON'T* WANT ANY BYSTANDERS GETTING HURT!

GOTCHA, CAP!

GEEZ, THIS GUY IS SOMETHIN'! THOSE CRUMBS'RE CALLIN' HIM EVERY NAME IN THE BOOK--AND HE'S WORRIED ABOUT 'EM GETTING *HURT!*

OKAY, EVERYBODY BACK OFF!

RELAX, MAN--WE'RE GOIN'!

HEY, CAP--WE'RE *WITH* YOU, BROTHER. GOOD LUCK.

THERE IS A NEW-BORN RESPECT IN GILBERT'S VOICE; REAL ADMIRATION GLEAMING IN HIS EYES.

BUT THERE IS A GLEAM OF *ANOTHER* SORT IN THE EYES OF THE BLOND-HAIRED FIGURE SKULKING IN SHADOWS NEARBY...

OH, CAP-TAIN--!

NEVER TURN YOUR BACK ON THE OPPRESSED--

--IT COULD PROVE *FATAL!*

ZWAKANG

DIDJA SEE HOW FAST HE GOT THAT SHIELD UP? WOW--ANYBODY ELSE WOULD'A BEEN CREAMED!

YOUR SHIELD WON'T SAVE YOU NOW, CAPTAIN--YOUR DAYS AS A SYMBOL OF DECEIT ARE OVER AND--

--DONE?!

SCRUNCH

NOT YET, SON!

YOU KNOCKED THE WIND OUT OF ME WITH THAT ELECTRICAL SHOCK-- THAT'S ALL!

BOOOT

GIVE UP, CAPTAIN? I'VE TRAINED LONG AND HARD FOR THIS CONFRONTATION!

NOW ARE YOU READY TO STOP THIS INSANITY AND GIVE UP?

IT WILL TAKE A BIT MORE THAN A SIMPLE KICK TO STOP THE COMMON MAN FROM HAVING HIS DAY!

COMMON MAN? A KILLER LIKE YOU?

MISTER-- YOU'RE *SICK!*

AM I NOW?

IF I WERE YOU, CAPTAIN-- I'D WORRY LESS ABOUT OTHER PEOPLE'S MENTAL STATES AND START LOOKING AFTER YOUR ERRANT SHIELD!

ZZLOLT

WOULDN'T WANT ANY MEMBERS OF OUR AUDIENCE GETTING THEIR HEADS SHEARED OFF, WOULD WE?

GREAT SCOTT! GOT TO STOP IT BEFORE--

ADIEU, CAPTAIN!

ZZLOLT

--YARGH!

I *DID* IT! HA-HA-HA!! I'VE DESTROYED THE SYMBOL OF AMERICA'S FACISTIC, SIMPLISTIC, AVARICIOUS RULING CLASS!

EM

I'VE TORN DOWN THE OLD ORDER AND NOW A--

--EH?

TAP TAP TAP

EVERYMAN--

--I THINK I'VE HAD *ENOUGH* OF YOU!

HOW?!

BASH

I ANGLED MY BODY--ROLLED WITH YOUR BLAST SO THAT THE BRUNT OF IT MISSED ME! AND BELIEVE ME, MISTER-- *YOU'RE NOT GETTING ANOTHER SHOT!*

EVERYMAN! A-ARE YOU ALL RIGHT?

NO-- I AM NOT ALL RIGHT!

I-I'M FAILING--JUST LIKE FATHER FAILED!

I CAN'T LET THAT HAPPEN!

WH-WHAT ARE YOU DOING? LET GO! YOU'RE HURTING ME!

SHUT UP!

CAPTAIN--I'M GOING TO KILL THIS GIRL, DO YOU HEAR ME?

I HEAR YOU, SON. BUT YOU DON'T WANT TO DO THAT...

OH, YES I DO! I DON'T CARE ABOUT HER--I DON'T CARE ABOUT ANY OF THEM!

WHAT DO YOU CARE ABOUT?

I WANT TO MATTER! I WANT TO STAND UP ABOVE THE CROWD! I WANT TO MAKE ALL THE RICH PIGS WALK IN FEAR OF ME!

THIS COUNTRY BETRAYED HIM! IT BLED HIM DRY! IT TOLD HIM HE WAS A NOTHING --THAT HE WAS WORTHLESS -- JUST ANOTHER FACE IN THE CROWD!

WELL, I'M NOT ANOTHER FACE IN THE CROWD NOW, AM I? PEOPLE ARE GONNA REMEMBER ME-- AND YOU KNOW WHY?

WHY?

COME OVER HERE-- AND I'LL SHOW YOU...

WITH SLOW, STEADY STEPS, THE STAR-SPANGLED AVENGER MOVES FORWARD, HIS EYES NEVER LEAVING THE POINT OF EVERYMAN'S SWORD...

NOW WHAT DO YOU WANT TO SHOW ME, SON?

THIS!

P-TEW

HA-HA-HA!! THAT'LL BE ON THE NEWS ALL OVER THE WORLD!

THEN YOU'VE GOT WHAT YOU WANT. LET THE GIRL GO.

NO. I'M GOING TO KILL HER ANYWAY.

WHY?!

BECAUSE, CAPTAIN, JUST... BECAUSE.

IT IS THE SOUND OF THAT "BECAUSE" THAT FINALLY CONVINCES CAPTAIN AMERICA THAT EVERYMAN IS TOTALLY INSANE. HE DRIVES DOWN HIS ANGER, TURNS, AND...

NOT CROSS

HEY-- WH-WHAT ARE YOU DOING?

YOU SHOWED ME SOMETHING, SON--NOW THERE'S SOMETHING I WANT TO SHOW YOU.

SOMETHING I WANT YOU TO WATCH CAREFULLY BEFORE YOU MAKE A DECISION ABOUT THE GIRL.

SLOWLY, THE SENTINEL OF LIBERTY REARRANGES THE POLICE BARRICADES UNTIL THEY RESEMBLE NOTHING MORE THAN AN INCREDIBLY INTRICATE OBSTACLE COURSE.

THEN, WITHOUT A WORD, HE LAUNCHES HIMSELF ACROSS THAT COURSE, MUSCLES RIPPLING, HIS EVERY MOVE THE EMBODIMENT OF GRACE AND POWER...

NOT CROSS

IT IS AN EXHIBITION THE FINEST OLYMPIC ATHLETE WOULD WATCH WITH ENVY--AND IT ENDS...

...WITH A...

CRUNCH

NOW LISTEN CLOSELY, SON-- BECAUSE I'M ONLY GOING TO SAY THIS ONCE.

I'VE BEEN THE BEST THERE IS FOR FORTY YEARS--MEN HAVE CALLED ME THE PERFECT FIGHTING MACHINE.

NOW PERHAPS YOU WILL BE ABLE TO KILL THAT GIRL BEFORE I CAN STOP YOU.

BUT WHAT DO YOU THINK I'M GOING TO DO TO YOU AFTERWARDS?

THERE IS A MOMENT OF SILENCE--AND THEN A WILD TERROR RISES IN EVERYMAN'S EYES...

NO!

YOU'RE NOT BETTER THAN ME!

HIS GRIP LOOSENS.

THE GIRL FLEES.

SKRAK

CAP'S SHIELD FLIES.

YOU'RE NOT!

AND THEN...

RAK

SKUNT

YOU'RE NOOOOF!

...IT'S OVER.

YOU... ARE.

C'MON--LET'S GRAB THAT COP-KILLIN' LOON!

GO EASY ON HIM, SERGEANT--

HEY, CAPPO!

YOU WERE BEAUTIFUL, MAN!

YOU SHOWED THAT GUY WHAT FOR!

--HE'S A VERY DISTURBED YOUNG MAN.

I'M AFRAID I'M NOT AS EXULTANT ABOUT THIS AS YOU ARE, BOYS!

THERE'S SUCH A MOOD OF RENEWED PATRIOTISM SWEEPING THIS LAND THAT IT'S EASY TO FORGET THE DARK ***UNDERBELLY*** OF THE AMERICAN DREAM. BUT THIS WHOLE DAY HAS BEEN ONE ***GRIM*** REMINDER.

MAYBE IT'S BEEN GRIM FOR YOU -- BUT TODAY WE FOUND OUT THAT IT AIN'T ALL ***THAT*** DARK AS LONG AS THERE'S ONE GUY WILLIN' TO EXTEND A HAND...

I APPRECIATE THAT, GILBERT -- BUT...

...LISTEN TO HIM, CAP. EVERYMAN, AND ALL OF US WHO FOLLOWED HIM, MADE A CHOICE. WE CHOSE DESPAIR OVER HOPE -- WE CHOSE TO LASH OUT ***AGAINST*** PEOPLE INSTEAD OF WORKING ***WITH*** THEM...

THAT JUST KEEPS THE DARKNESS ALIVE.

IT ***SWALLOWED*** EVERYMAN TONIGHT. BUT I'M NOT GONNA LET IT SWALLOW ME.

SO MAYBE I WON'T BE RICH OR FAMOUS -- MAYBE I WON'T LIVE THE GREAT AMERICAN SUCCESS STORY. ***SO WHAT?*** THOSE THINGS AREN'T AMERICA. ***PEOPLE*** ARE AMERICA.

ORDINARY PEOPLE WILLING TO ***HELP*** ONE ANOTHER UP ***OUT*** OF THE DESPAIR -- WHO ARE WILLING TO SHARE A LITTLE LOVE ALONG THE WAY!

SHEESH! WILL YOU LISTEN TO ME --MAKING SPEECHES LIKE A REGULAR... CAPTAIN AMERICA!

I ***AM*** LISTENING -- AND WHAT I HEAR SOUNDS SO, SO RIGHT!

AND PERHAPS IF WE TRY -- EACH IN HIS OWN WAY -- TO BRING THOSE WORDS TO LIFE -- THIS AMERICAN ***DREAM*** OF OURS --

--WILL BECOME ***REALITY.***

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CAPTAIN AMERICA®

WITH THE DEFENDERS BESIDE HIM!

FEATURING STEVE ROGERS' REVIEW OF A SMASH MOVIE!

ZECK/BEATTY

Stan Lee presents: CAPTAIN AMERICA!®

PEACE ON EARTH-- GOOD WILL TO MAN

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THE SHADOWS AND SILENCE ARE BROKEN BY THE SQUEALING OF A DOOR, THE RUDE INTRUSION OF LIGHT--BUT THE FOUR SLEEPING FIGURES DO NOT STIR.

THEY DREAM ON, UNAWARE THAT THEIR OWN LIVES (AND PERHAPS THE FATE OF THE WORLD ITSELF) HANG IN THE BALANCE.

DON'T WORRY, CAPFANS--YOU HAVEN'T PICKED UP AN ISSUE OF **THE DEFENDERS** BY MISTAKE. ALL WILL SOON BE REVEALED.

TWO MUSCLED GUARDS ENTER CAREFULLY, IGNORING ALL BUT ONE OF THEIR CAPTIVES.

WITH A GENTLENESS THAT BELIES THEIR ARCHAIC MILITARISTIC GARB, THEY LIFT THE MAN UP, CARRYING HIM FROM THE DARKNESS...

...INTO THE HARSH LIGHT OF REALITY.

A LOOK OF DISTANT INTEREST ON HIS FACE, THE OVERSEER OF THIS OPERATION WATCHES AS THE MAN IS INJECTED WITH A CERTAIN CHEMICAL ANTIDOTE...

...THAT SLOWLY, PAINFULLY, DRAGS HIM BACK UP TO CONSCIOUSNESS...

...UNGH... UH... WHA...

Y-Y-Y...

--Y-YOU!!

AUGUST MASTERS!

I'M GLAD YOU REMEMBER ME, RICHMOND. I'D HAVE BEEN SO DISHEARTENED IF YOU'D FORGOTTEN.

STEELY FINGERS REACH OUT, TRANSFERING MILLIONAIRE/INDUSTRIALIST **KYLE RICHMOND** INTO A WAITING WHEELCHAIR...

YOU'LL BE A TRIFLE DISORIENTED FOR THE NEXT TEN MINUTES OR SO, RICHMOND, SO, IF YOU'RE PONDERING SOME TYPICALLY HEROIC COURSE OF ACTION... ***DON'T.***

NOT THAT THERE'S ANYTHING FOR US TO WORRY ABOUT-- SINCE YOUR... UNIQUE CONDITION LEAVES YOU ***PARALYZED*** DURING THE ***DAYLIGHT HOURS***--

--AND THE TIME IS PRECISELY ***11:07 A.M.***

RICHMOND ATTEMPTS AN ANSWER --BUT HIS TONGUE SPASMS, LIKE A DYING SNAKE, IN HIS MOUTH.

AND SO THE MAN ALSO KNOWN AS THE WINGED DEFENDER, **NIGHTHAWK,** CAN ONLY TRY TO FOCUS HIS FRAGMENTED THOUGHTS -- AND REMEMBER HIS RECENT VISIT TO AN EXCLUSIVE SANITARIUM WHERE AN OLD GIRLFRIEND WAS CONVALESCING...*

*DEFENDERS #102 -- SALICRUP.

IT WAS THERE THAT HE UNCOVERED A SECRET GOVERNMENT EXPERIMENT IN CONTROLLED TELEPATHY.

STOPPING THAT EXPERIMENT NEARLY COST HIM HIS LIFE.

HE THOUGHT HE'D SEEN THE LAST OF THE PROJECT'S HEAD, C.I.D. AGENT AUGUST MASTERS -- UNTIL FOUR OF MASTERS' SUBORDINATES BURST INTO HIS MANHATTAN PENTHOUSE, BLANKETING THE ROOM WITH A THICK, CLOYING GAS.*

*DEFENDERS #104 -- SALICRUP AGAIN.

...AND THE LONG NIGHT DESCENDED...

WH-WH-WHY ARE WE HERE, M-M-MASTERS? N-NEW C.I.D. P-PLOT TO D-D-DISSECT SUPER H-HEROES...?

C.I.D.? OH, DIDN'T I TELL YOU?

THERE'S NO SUCH AGENCY AS THE C.I.D.!

KYLE RICHMOND GASPS...

...AND WE MOVE AHEAD SOME WEEKS -- AS THE PATRONS OF THIS PARK SLOPE, BROOKLYN MOVIE HOUSE STROLL OUT INTO THE COOL NIGHT.

AMONG THE SATISFIED THRONG THAT HAS JUST CHEERED THROUGH "RAIDERS OF THE LOST ARK" IS FREELANCE ARTIST **STEVE ROGERS** AND HIS LADY, **BERNIE ROSENTHAL**...

HONESTLY, BERNIE -- I ENJOYED THE FILM -- BUT I DON'T KNOW IF I *APPROVE* OF IT...

WHAT IN -- ? IT... CAN'T BE ?

RAIDERS

WHAT WAS THERE NOT TO APPROVE OF? YOU TOLD ME YOU'RE A BIG FAN OF THOSE OLD 1930'S MOVIE SERIALS -- AND THIS WAS JUST LIKE THEM!

NO, IT WASN'T. DESPITE THE FACT THAT HE DID SOME GOOD ALONG THE WAY, THIS "INDIANA" JONES CHARACTER WAS... WELL, HE WAS ESSENTIALLY *AMORAL.*

BUT STEVE, IT WAS ONLY A MOVIE! ALL IN FUN, Y'KNOW?

I *DON'T* KNOW. THE HEROES OF MY DAY *STOOD* FOR SOMETHING. WHEN I'D PLUNK DOWN MY TEN CENTS AND CLIMB INTO THE BALCONY AT THE--

TEN CENTS? YOU'RE NOT *THAT* MUCH OLDER THAN ME, STEVE. *FIFTY* CENTS I REMEMBER --BUT *TEN* CENTS? NO WAY!

IT SURE LOOKS LIKE HIM! BUT IT'S IMPOSSIBLE!

THAT'S ... UM... NOT THE *POINT*, BERNIE. I'M CONCERNED ABOUT THE CHILDREN WHO WILL BE SEEING THIS FILM AND TAKING THAT MAN AS THEIR *HERO*...

SIGH YOU ARE *SOOO* OLD-FASHIONED. I THINK THAT'S WHY I LOVE YOU.

THOSE LAST THREE WORDS SLIP OUT WITHOUT CONSCIOUS EFFORT.

...AND BERNIE HERSELF IS STARTLED BY THEM.

BUT NOT AS MUCH AS STEVE ROGERS...

WELL, UH, WHERE WOULD YOU LIKE TO EAT? WANT TO DRIVE DOWN TO SHEEPSHEAD BAY FOR SOME FISH?

STEVE-- DIDN'T YOU HERE WHAT I JUST SAID? *I LOVE YOU!*

AND I... CARE ABOUT YOU, *TOO*, BERNIE. VERY MUCH.

YOU--? OH. *I* SEE...

I THINK WE'D BETTER GET HOME, STEVE. I JUST LOST MY APPETITE.

BUT, BERNIE--!

HOME. PLEASE.

AND SO THE VW BUG DRIVES OFF TOWARD THE BROOKLYN HEIGHTS BROWNSTONE WHERE BOTH STEVE AND BERNIE LIVE...

...LEAVING NOT JUST A TRAIL OF EXHAUST FUMES HANGING IN THE AIR BEHIND IT--BUT SOME **UNANSWERED QUESTIONS**, AS WELL...

LATER, AFTER UNCOMFORTABLE GOOD NIGHTS HAVE BEEN SAID...

BLAST! WHAT'S WRONG WITH ME? THAT'S THE SECOND TIME IN AS MANY DAYS THAT BERNIE AND I HAVE HAD A FIGHT!

SOME FLOWERS AND A FEW KIND WORDS CLEARED UP THE LAST ONE--

--BUT *THIS*?

STILL, WHAT ELSE COULD I SAY TO BERNIE? I'VE NEVER REALLY *THOUGHT* ABOUT LOVING HER. I THINK THAT SOMEDAY I COULD. BUT... I JUST DON'T *FEEL* IT YET.

THE ONLY WOMEN I'VE EVER HAD ANY DEEP RELATIONSHIPS WITH WERE PEGGY AND SHARON. TWO EXTRAORDINARY WOMEN--IN EXTRAORDINARY CIRCUMSTANCES.

THERE'S SO MUCH I DON'T KNOW ABOUT *NORMAL* MAN/WOMA--

YAARGHHH

THE PAIN IS SWIFT, SUDDEN--TEARING THROUGH HIS BRAIN LIKE A HOT SCALPEL.

HE LIES THERE FOR A MOMENT, WHIMPERING, TWITCHING...

THEN, AS QUICKLY AS IT HAS COME, THE AGONY SIMPLY...

...ENDS...

...STEVE! WHAT HAPPENED? THAT SCREAM--!

YOU ALL RIGHT, BUDDY?

JOSH... BERNIE...

I'M... FINE...

FINE? YOU'RE WHITE AS A SHEET! AND YOU'RE TREMBLING!

COME ON, STEVE --LET'S SIT YOU DOWN ON THE COUCH...

I SAID I'M FINE, JOSH. REALLY.

I... JUST FELL ASLEEP AT THE BOARD. HAD A NIGHTMARE. MUST HAVE BEEN A DOOZY, TOO.

WELL I STILL THINK YOU'D BETTER SIT DOW--

LOOK, I APPRECIATE THE CONCERN -- BUT IT'S REALLY UNNECESSARY. I'VE GOT A LOT OF WORK TO CATCH UP ON, AND I CAN'T DO IT WITH YOU TWO HOVERING AROUND ME LIKE A COUPLE OF MOTHER HENS.

BUT STEVE, I--

ONE STERN LOOK DRIVES BERNIE AND JOSH COOPER BACK TO THEIR RESPECTIVE APARTMENTS...

...AND DRIVES STEVE ROGERS TO--ACTION!

NIGHTMARE, MY EYE! THAT WAS A CALL FOR HELP! AND I THINK I KNOW WHO SENT IT!

OUTER CLOTHING IS QUICKLY PEELED AWAY, REVEALING THE LEGEND BENEATH THE MAN...

...REVEALING--CAPTAIN AMERICA!

WITHIN SECONDS, HE IS UP THROUGH THE SKYLIGHT AND OUT INTO THE CHILL NIGHT.

HE MOVES WITH THE SIMPLE GRACE OF AN OLYMPIC ATHLETE, MUSCLES RIPPLING BENEATH CHAIN MAIL...

...A FIERY DETERMINATION BLAZING IN HIS EYES...

AND, PRESENTLY, OUTSIDE A SEEMINGLY-ABANDONED WAREHOUSE OWNED BY **STARK INTERNATIONAL**...

INCREDIBLE AS IT MAY SEEM, THAT MENTAL EXPLOSION I JUST EXPERIENCED WAS REALLY AN ATTEMPT AT *TELEPATHIC CONTACT!*

IT WAS UNCONTROLLED--DESPERATE--BUT I COULD "FEEL" THE MIND, THE PERSONALITY OF THE PERSON BEHIND IT--

--URSULA RICHARDS--ONE OF MORGAN MACNEIL HARDY'S SO-CALLED *AMERICAN DREAMERS!*

AND, REMEMBERING THAT, THE LIVING LEGEND REMEMBERS IT ALL...

...STARTING WITH THE BILLIONAIRE/INVENTOR WHO--THROUGH USE OF HIS ASTOUNDING **PSI-INDUCER**--ATTEMPTED TO ACTUALLY **RESTRUCTURE REALITY** TO FIT HIS OWN CONCEPTS OF MORALITY.*

HARDY HADN'T COUNTED ON THE SUB-CONSCIOUS MINDS OF HIS HAND-PICKED TELEPATHS TO INTERFERE WITH HIS MACHINE'S PROGRAM, EACH ONE TWISTING THE STUFF OF REALITY TO FIT HIS OR HER VERSION OF THE AMERICAN DREAM.

*SEE CAP #264.--SALICRUP.

WHEN HARDY ATTEMPTED TO RIGHT THE SITUATION BY HOOKING INTO THE PSI-AUGMENTOR **HIM-SELF**, THE RESULTANT CHAOS ALMOST PHASED THE UNITED STATES OUT OF EXISTENCE!

BUT, RATHER THAN SEE THE COUNTRY HE LOVED DESTROYED, HARDY DREW THE UNHARNESSED ENERGIES BACK INTO HIMSELF--AND **BURNED OUT**...

...LEAVING CAP AND THE TWO SURVIVING TELEPATHS--**URSULA RICHARDS** AND **PHILLIP LE GUIN** AS THE ONLY LIVING BEINGS WITH MEMORY OF WHAT OCCURRED.

I BROUGHT URSULA AND PHILIP TO S.H.I.E.L.D.'S * *ESP* DIVISION AFTER THAT --HAD A COMPLETE CHECK RUN ON THEM!

USA-1

*SUPREME HEADQUARTERS/ INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION, -- SALICRUP.

APPARENTLY, PROLONGED CONTACT WITH THE PSI-AUGMENTOR ACTUALLY *INCREASED* THEIR TELE-PATHIC ABILITIES!

NOT THAT EITHER OF THEM REALLY CARED! ALL THEY WANTED WAS TO GET BACK TO THEIR RESPECTIVE HOMES AND START LEADING NORMAL LIVES...

--AGAIN?!

GREAT SCOTT! URSULA'S APARTMENT --IT'S A SHAMBLES LOOKS LIKE THERE'S BEEN ONE DEVIL OF A FIGHT--

--HERE *ARGH!!*

THE AGONY RETURNS...

...BUT, THIS TIME, WITH A DECIDED *DIFFERENCE!*

EXACTLY TWENTY-SEVEN MINUTES LATER, ABOARD THE *S.H.I.E.L.D.* HELI-CARRIER...

...I SAW IT AS CLEARLY AS I'M SEEING YOU, DUGAN -- THE WOMAN *AND* THE BOY, BEING DRAGGED OFF, UNCONSCIOUS!

IT WAS AS IF SHE'D LEFT BEHIND A PSYCHIC "MESSAGE" -- TO LET ME KNOW WHAT HAD HAPPENED!

BUT WHAT I *REALLY* WANT TO KNOW IS -- HOW COULD S.H.I.E.L.D. HAVE LET THIS HAPPEN? WEREN'T YOU KEEPING TABS ON THEM?

HEY -- WE'RE NOT IN THE HABIT OF SPYING ON PRIVATE CITIZENS, WINGHEAD -- NO MATTER WHAT THE PAPERS MIGHT SAY!

NOW, RELAX, WILLYA -- WE'LL GET TO THE BOTTOM OF THIS!

SORRY, DUGAN. THIS HASN'T BEEN THE BEST OF NIGHTS FOR ME...

HOW ARE THINGS GOING THERE, MISS RUNCITER?

MS. RUNCITER, AND I'LL HAVE IT READY IN A MINUTE, CAP. BUT I'M NOT PROMISING ANYTHING.

AND, SHORTLY...

WHATSIS THING SUPPOSED TO DO AGAIN, RUNCITER?

THE PROBER WILL BE TRYING TO SORT OUT THE CONFLICTING IMAGES TRANSMITTED INTO CAP'S MIND BY THAT PSI-BURST--

--BUT THE ENERGY WAS SO WILD, SO POWERFUL, THAT IT'S NOT GOING TO BE EASY TO SORT THINGS OUT.

I DON'T CARE IF IT'S EASY OR NOT, MISS RUNCITER--

--JUST DO IT!

PERHAPS IT IS THE STRAIN OF THE PSYCHIC PROBE COMING SO SOON AFTER URSULA RICHARDS'S CONTACT--OR PERHAPS IT IS SIMPLY THE MAN BENEATH THE MASK WORRYING ABOUT A WOMAN HE HAS LEFT BEHIND TONIGHT--BUT THE EDGE IN CAPTAIN AMERICA'S VOICE IS ENOUGH TO URGE TECHNICIAN RUNCITER ON THAT MUCH HARDER, AND...

GETTING SOMETHING HERE--BUT I DON'T KNOW IF I CAN HOLD THE IMAGE MORE THAN A FEW SECONDS--

--THE DIALS ARE GOING CRAZY! WE'RE HEADING FOR AN--

--OVERLOAD!

AND, AS THE MAMMOTH PROBER HEAVES AND ROARS LIKE SOME GREAT, DYING BEAST...

...WE ROLL TIME AND SPACE BACKWARD SOME WEEKS...

...TO A VERY FAMILIAR-LOOKING STRETCH OF THE COLORADO ROCKIES...

...WHERE A STILL-GROGGY KYLE RICHMOND FINDS BODILY MOVEMENT RETURNING SLOWLY WITH THE SUN-SET...

...AND HIS **MOUTH** SEEMS TO BE RECOV-ERING QUICKER THAN HIS LIMBS!

MASTERS, YOU STINKING CREEP, WHAT'S YOUR GAME?

IF YOU'VE GONE TO THE TROUBLE OF DRAGGING ME HERE--YOUR C.I.D. BUDDIES MUST HAVE SOMETHING *BIG* PLANNED!

I TOLD YOU, RICHMOND,--THERE *IS* NO C.I.D.. CAN'T YOU GET THAT STRAIGHT?

YOU'VE BEEN KNOWN TO LIE BEFORE, SNAKE.

NOT THIS TIME.

OH, I'LL ADMIT THAT I WAS ONCE WITH THE C.I.*A.*--AS WERE MANY OTHERS IN OUR ORGANIZATION--

--ALONG WITH FORMER OPERATIVES FOR THE F.B.I., S.H.I.E.L.D., AND... WELL, I THINK YOU GET THE POINT.

THEN--THE GOVERN-MENT WASN'T BEHIND THAT LITTLE SET-UP AT CARRIWHITE ACRES?

UNFORTUNATELY, *NO.* ALTHOUGH, I THINK *WE* DID A FINE JOB, IF I MUST SAY SO MYSELF...

LOOK, YOU SMUG CRETIN--ARE YOU GONNA TELL ME WHAT THE DEVIL THIS IS ABOUT--OR DO I RUN YOU OVER WITH MY WHEELCHAIR?

AH--ADVERSITY HASN'T DAMPENED YOUR SENSE OF HUMOR. THAT'S REFRESHING, RICHMOND.

AS TO WHAT THIS IS ABOUT ...I EXPLAINED TO YOU AT CARRIWHITE THAT WE ARE MAKING THE WORLD FREE AND SAFE FOR *DEMO-CRACY*--AND I MEANT IT.

AND *YOUR* PART IN OUR GRAND SCHEME--

--WILL BECOME CLEAR MOMENTARILY!

HOLY--?

MINDY!!

WH-WHAT IN HEAVEN HAVE YOU DONE TO HER *THIS* TIME, MASTERS?!

ADRENALIN PUMPS. FEAR, CONCERN, AND ANGER WASH OVER HIM...

...AND A NOW COMPLETELY-MOBILE KYLE RICHMOND LEAPS FORWARD TOWARD THE WOMAN HE ONCE LOVED...

SIR, SHALL I--?

NO, NO, RONALDSON--LET'S NOT BE TRIGGER HAPPY. MR. RICHMOND IS DOING PRECISELY WHAT WE WANT HIM TO DO.

THAT'S IT, MY FRIEND--HELP THE POOR GIRL--EASE HER PAIN...

YOU SEE, YOUR MINDY IS THE MOST ***POWERFUL*** ESPER WE'VE UNCOVERED IN OUR VARIOUS SCREENING OPERATIONS. SHE'S ALSO THE MOST ***UNSTABLE***. EVEN MORE SO SINCE HER MIND ...***GAVE*** THAT NIGHT AT CARRYWHITE.

MINDY. IT'S ME. KYLE.

K-KYLE--?

IN FACT, SINCE THEN, THE ONLY THING THAT SEEMS TO CALM HER DOWN IS THE THOUGHT OF YOU--OF THE LOVE YOU TWO SHARED...

OH... KYLE...

THAT'S WHY WE NEED YOU TO... ***PLACATE*** HER UNTIL ZERO HOUR. WE CAN'T AFFORD ANOTHER SCHIZO MIND-ASSAULT LIKE WE HAD THAT NIGHT.

GO TO THE DEVIL!

NOW, LISTEN CAREFULLY, RICHMOND--BECAUSE I'M ONLY GOING TO SAY THIS ONCE.

THOSE ARE YOUR FELLOW DEFENDERS THERE ONSCREEN--***HELLCAT, THE VALKYRIE***, AND THE...UH ...***GARGOYLE***...

IF YOU REFUSE TO COOPERATE WITH US... THAT CELL IS GOING TO BE FLOODED WITH A VERY POTENT--AND QUICK-ACTING --POISON GAS. AND YOUR SLEEPING FRIENDS--WILL ***NEVER WAKE UP.***

OH, DON'T BE SO UPSET, RICHMOND. WE'RE DOING THIS FOR ***YOUR*** GOOD, TOO, YOU KNOW.

DOING ***WHAT***, MASTERS--WILL YOU TELL ME THAT? DOING ***WHAT?!***

WHY, GEARING UP FOR ***WORLD WAR III***, OF COURSE.

HOLD THAT THOUGHT...

...AS WE WARP TIME ONCE MORE.

THE MOMENT: NOW.

THE PLACE: YOU ALREADY KNOW.

OUR PROTAGONIST: A SULLEN, DARK-HAIRED MAN WHOSE APPEARANCE IN THIS DUSTY LITTLE TOWN COMES SHORTLY AFTER THE WHINE OF A SUPERSONIC S.H.I.E.L.D. TRANSPORT-JET HAS FADED INTO THE NIGHT...

BAR · G

HE MAKES HIS WAY SLOWLY TOWARD THE ONE STRUCTURE THAT SHOWS ANY SIGNS OF LIFE--A SALOON, UNSURPRISINGLY-- AND AMBLES CAUTIOUSLY UP TO THE BAR...

EVENING. DIDN'T HEAR ANY TRUCK PULL UP OUTSIDE.

GOOD REASON. I'M NOT DRIVING ONE.

OH. WHAT'LL IT BE?

A LITE BEER.

WHATEVER YOU SAY, BUDDY.

MAYBE YOU CAN HELP ME OUT. ANYTHING STRANGE BEEN GOING ON IN THESE PARTS LATELY?

WHADDA YA MEAN?

CAN'T SAY FOR SURE. JUST ANYTHING... WEIRD-- OUT OF THE ORDINARY.

WHAT'S IT TO YOU, MISTER?

I'M A SCIENTIST. WORK AT THE RESEARCH CENTER DOWN IN BOULDER. WE'RE INVESTIGATING... UFO REPORTS IN THE AREA.

DON'T SAY? WELL, I DON'T KNOW NOTHIN' 'BOUT UFOs-- BUT I COME ACROSS SOME WEIRD STUFF UP IN THE MOUNTAINS. BUNCHA GUYS IN WEIRD CLOTHES, CARRYIN' WEIRD MACHINES.

I GUESS YOU COULD FILE THAT UNDER "WEIRD."

THINK YOU COULD SHOW ME THE SPOT?

SURE--

"--IF YA GIMME FIFTY DOLLARS... FER THE... AH... USE OF MY JEEP..."

TWO TWENTIES AND A TEN ARE HANDED OVER AND THE JOURNEY UP THE TORTUOUS MOUNTAIN ROAD BEGINS.

THERE IS SOME CONVERSATION AT FIRST --MUNDANE, IMPERSONAL -- AND THEN THE TWO MEN ARE SWALLOWED BY THE THUNDERING SILENCE AROUND THEM.

THE RESEARCHER FROM BOULDER STARES UP INTO THE COLD, STARRY SKY...

...AND SO DOES NOT NOTICE AS THE OLD MAN SURREPTITIOUSLY PRESSES A CERTAIN BUTTON ON THE JEEP'S STEERING COLUMN.

THIRTY MINUTES LATER...

WELP-- THIS HERE'S THE PLACE. WHAT D'YA EXPECT TO FIND HERE, ANYWAYS?

DON'T KNOW FOR SURE.

FUNNY.

I DO.

AS IF CUED BY THE OLD MAN'S WORDS, A GREAT MECHANICAL HUM SWELLS UP BEHIND THEM--FOLLOWED QUICKLY BY THE SOUND OF GRATING ROCK...

...AND THEN, FROM THE BOWELS OF THE EARTH...

..THEY COME!

THE RESEARCHER SAYS NOTHING AS THE SOLDIERS SWARM OUT...

...AND **OVER** HIM, ANACHRONISTIC ARMOR GLINTING IN THE BALEFUL LIGHT OF THE MOON.

HE OFFERS NO RESISTANCE AS THEY CLAW AT HIM, TEARING AT HIS FACE AND CLOTHES.

HEY! WHAT'S GOIN' ON HERE?

BUT WHY **SHOULD** HE RESIST...

...WHEN THE VERY SIGHT OF **CAPTAIN AMERICA** IS ENOUGH TO STOP THESE SELF-STYLED ROMAN CENTURIONS DEAD IN THEIR TRACKS?

GOOD EVENING, GENTLEMEN.

AW, NO...

OH, YES!

YOU KNOW, I REALLY SHOULD THANK YOU FOR YOUR SPEEDY APPEARANCE.

KLUNK

I *THOUGHT* ASKING QUESTIONS MIGHT DRAW ME TO... WHATEVER IT IS I'M LOOKING FOR -- BUT I NEVER DREAMED IT WOULD BE SO EASY!

BASH

STILL, IF THOSE BUSTER CRABBE POP-GUNS ARE THE BEST YOU HAVE TO OFFER --

WHEENG

ZEET

"... IT'S GOING TO BE *VERY* EASY!"

SORRY, GENTLEMEN -- BUT I WAS DODGING NAZI DEATH-RAYS LONG BEFORE YOU WERE BORN!

NOW, IF YOU'LL PARDON ME -- I'D LIKE TO SEE JUST WHERE THESE MAN-MADE CAVERNS YOU CAME OUT OF *LEAD* TO!

BRAT

ZAT

PUT SIMPLY --

-- THEY LEAD DOWN!

CAP NOTES THE NUMEROUS SURVEILLANCE DEVICES SECRETED IN EVERY NOOK AND WONDERS WHY NO *OTHER* ARMORED WARRIORS HAVE RUSHED FORTH TO GREET HIM; WHY HIS ATTACKERS HAVE NOT FOLLOWED IN PURSUIT...

...BUT THE ANSWERS BECOME ALL-TOO CLEAR, AS THE DOORS BEFORE HIM HISS OPEN, REVEALING...

I KNOW YOU'RE GOING TO FIND THIS HARD TO BELIEVE, CAPTAIN AMERICA-- BUT I'M ACTUALLY GLAD TO SEE YOU!

NOW COME QUIETLY-- OR DIE WHERE YOU STAND!

ELSEWHERE IN THE BROBDINGNAGIAN UNDERGROUND COMPLEX...

...A UNIQUE GROUP OF INDIVIDUALS SITS QUIETLY, THEIR EVERY BREATH AND HEARTBEAT BEING MONITORED...

...EACH MINOR MOVEMENT WATCHED BY STEEL-EYED GUARDS.

NO DOUBT CAPTAIN AMERICA WOULD BE SOMEWHAT RELIEVED TO KNOW THAT, AMONG THIS SPECIAL GROUP...

...ARE THE TWO PEOPLE HE HAS BEEN SO DESPERATELY SEEKING...

PHILIP-- HE'S HERE-- I CAN FEEL HIS PRESENCE IN MY MIND!

THEN-- YOU GOT THROUGH TO HIM-- AND THOSE CRUMBS DIDN'T EVEN PICK IT UP ON THEIR DUMB MACHINES!

BUT HE'S IN **TROUBLE**, PHILIP-- WE'VE GOT TO HELP HIM!

US? HELP **HIM**? HOW?

WE'VE ALL HEARD THOSE RUMORS-- THAT MASTERS HAS SOME **OTHER** SUPER HEROES SECRETED AWAY IN ONE OF THE CELL BLOCKS! WE'VE GOT TO SEE IF WE CAN LOCATE THEM, PHILIP--

--WE'VE GOT TO... CONCENTRATE...

IT HAS BEEN HARD ENOUGH FOR THESE TWO TO MASTER THE INTRACACIES OF TELEPATHIC COMMUNICATION BUT, TO WIELD THEIR MINDS SO DELICATELY, TO SCOUR THIS COMPLEX AND SEARCH OUT THREE PARTICULAR INDIVIDUALS, PROVES EXTREMELY DIFFICULT...

...BUT NOT *IMPOSSIBLE!*

THERE IS MUCH PAIN AS THEY PROD THESE HEROES AWAKE, MENTALLY COUNTERING THE EFFECTS OF THE MANY DRUGS COURSING THROUGH THE DEFENDERS'S SYSTEMS...

OOO... WHA'... HAPPEN?

FEEL LIKE... I'VE BEEN THROUGH A... WAR...

IN THE NAME OF THE ALL-FATHER! WHERE *ARE* WE?

BETTER YET, MISS VALKYRIE -- WHO ARE *THEY?!*

AND, AS TWO SPECTRAL PROJECTIONS ATTEMPT TO EXPLAIN THE UNEXPLAINABLE...

WHAT THE DEVIL?! THOSE SUPER-TYPES ARE AWAKE -- AND... *TALKING TO THIN AIR?!*

I'D BETTER DISPATCH A COUPLE OF MEN TO CHECK THIS OUT!

ONE DISPATCH LATER...

...SO YOU'VE JUST GOT TO FIND CAP!

SURE THING.

BUT HOW THE HECK ARE WE GONNA GET OUT OF HERE SO WE CAN MAKE LIKE THE CAVALRY?

PERHAPS THAT WILL NOT BE SO DIFFICULT, PATSY--

--LOOK!

WELL, WHADDAYA KNOW? ONE HANDY ESCAPE ROUTE, MADE TO ORDER!

ALL RIGHT, YOU THREE -- HOLD IT RIGHT--

--THERE OOOOF!!

VILLAINS! BE THANKFUL THAT *THE VALKYRIE* MERELY SWATS YOU WITH THE *FLAT* OF HER BLADE!

SWATTTTT

FOR, IN TRUTH, YOU DO DESERVE THE DEADLY *POINT!*

GEE, YOU GUYS'VE MADE VAL AWFULLY MAD!

COME TO THINK OF IT, THE EVER-AGILE *HELLCAT* ISN'T TOO HAPPY WITH YOUR RUDE BEHAVIOR, EITHER!

HOW'RE *YOU* DOING, ISAAC?

ZZT

FINE, PATSY. FOR A... MAN OF SEVENTY-EIGHT.

COME, MY FRIENDS, THERE IS NOT A MOMENT TO WASTE! WE MUST FREE KYLE AND THE TELE-PATHS-- THEN LOCATE CAPTAIN AMERICA!

BASH

ONLY THE THREE FATES KNOW WHAT TORTURES HE IS, EVEN NOW, UNDERGOING!

...I TRUST YOU'VE NOTICED THAT WE'VE LEFT YOU UN-SHACKLED... UNDRUGGED. WE *RESPECT* YOU, CAPTAIN. WE WANT YOU TO STAND *WITH* US!

AND WHO ARE --"US"?

OPERATIVES FROM INNUMERABLE SPY AND MILITARY ORGANIZATIONS WHO GREW TIRED OF TOO MANY GOVERNMENT RESTRAINTS...

...AND YOU SAY THAT YOUR GROUP WAS WORKING WITH MORGAN MACNEIL HARDY? TOWARD WHAT END? CONTROL OF THE NATION?

NEVER. TOYING WITH REALITY WAS HARDY'S IDEA--AND WE WOULD HAVE STOPPED HIM OURSELVES IF *YOU* HADN'T.

WHAT *WE* WERE INTERESTED IN WAS FINDING RESILIENT TELEPATHS SO THAT WE COULD LAUNCH A FULL-SCALE PSYCHIC ATTACK AGAINST THE *U.S.S.R.!*

AS I'M SURE YOU KNOW, CAPTAIN, THE SOVIETS ARE THE MAJOR BLOCKAGE TO A LASTING WORLD PEACE. WITH THEIR THREAT REMOVED, AMERICA CAN RISE UP AND UNIFY THE EARTH. EVERYTHING YOU'VE EVER WORKED FOR WILL COME TO PASS...

YOU TWISTED *LUNATIC!!!*

WHAT I'VE WORKED FOR HAS BEEN BASED UPON *UNDERSTANDING*-- NOT *DEATH!*

KRAK!

I REPRESENT THE AMERICAN *DREAM!* A DREAM THAT HAS PRECIOUS LITTLE TO DO WITH BORDERS, BOUNDARIES, AND THE KIND OF BLIND HATRED *YOUR* ILK ESPOUSES!

BUT, BEFORE THE STAGGERED MASTERS CAN REACT TO THE LIVING LEGEND'S RIGHTEOUS OUTRAGE...

AAAOOOOOOGAA

HOLY--! THE ALERT SIREN!

MR. MASTERS! PRIORITY A-1 EMERGENCY, SIR!

WH-WHAT HAPPENED?

THOSE... DEFENDERS, SIR! THEY'VE ESCAPED --FREED RICHMOND AND THE PSI-GROUP!

OH, NO!

THE PROFESSOR WILL HAVE MY *HEAD* FOR THIS!

THE DEFENDERS, EH? WELL, CAP, IF THERE WAS EVER A TIME TO CUT LOOSE, I'D SAY IT WAS--

--NOW!

IT WOULD BE NO EXAGGERATION TO SAY THAT CAPTAIN AMERICA IS THE BEST THERE IS.

THUS, IT IS NO SURPRISE THAT HE SO EASILY BATTLES HIS WAY THROUGH THE PHALANX OF GUARDS...

...FOLLOWS THE TRAIL OF CONFUSION AND NEAR-HYSTERIA THROUGH THE HALLS OF THE COMPLEX...

ZEET

ZEEET

...AND FINDS...

...JUST WHAT HE'S LOOKING FOR!

CAPTAIN AMERICA, SIR-- YOU'RE ALL RIGHT!

PRAISE ODIN!

YOU'D PROBABLY DO BETTER PRAISING THOSE MUSCLES OF HIS, VAL!

LISTEN CAREFULLY-- THERE'S LITTLE TIME TO TALK!

I KNOW THE WAY TO THE TUNNEL OUT OF HERE! YOU DEFENDERS GET THESE PEOPLE TO SAFETY-- PUT A CALL IN TO NICK FURY OR DUM DUM DUGAN AT S.H.I.E.L.D.--

BLESS THAT MAN!

--I'LL SEE WHAT I CAN DO TO SHUT THIS OPERATION DOWN IN THE MEANTIME!

DIRECTIONS ARE HASTILY GIVEN...

...AND, PRESENTLY...

I FEEL UNCERTAIN ABOUT THIS COURSE OF ACTION, PATSY! LEAVING CAPTAIN AMERICA BEHIND IS--

I USED TO WORK WITH THE GUY BACK WHEN I WAS AN *AVENGER*, VAL! IF ANYONE'S IN FOR TROUBLE--IT'S THESE CREEPS, NOT CAP! THAT MAN'S ONE IN A MILLION!

I HOPE YOU'RE RIGHT, PATSY! FOR ALL OUR--

--SAKES...?

AW, SHOOT!

SLAM

DON'T GET YOURSELF IN AN UPROAR, ISAAC! BETWEEN YOU AND OUR RESIDENT NORSE GODDESS, WE SHOULD HAVE THAT DOOR BUSTED DOWN IN NO TIME!

ELSEWHERE...

I SWEAR, IF I HAVE TO SINGLE-HANDEDLY SMASH EVERY PIECE OF EQUIPMENT HERE, I'LL SEE THAT MASTERS NEVER GETS THE OPPORTUNITY TO TRY THIS AGAIN!

HIS BREED IS THE MOST DANGEROUS THERE IS! SO SURE THAT THEY'RE RIGHT! SO CERTAIN THEY CAN SAVE THE WORLD!

WELL, THE GAME'S OVER NOW, MASTERS! OVER AND DONE!

YOU FOUND OUR CONTROL CENTER RATHER QUICKLY, CAPTAIN! I'M NOT SURPRISED. I MUST ALSO COMPLIMENT YOU ON THE FINE JOB YOU'VE DONE OF... SLOWING OUR PROGRESS. BUT I'VE GOT VERY SPECIFIC ORDERS TO FOLLOW IN THIS SITUATION. IF ANYTHING GOES WRONG... I LEVEL THIS ENTIRE COMPLEX--

--AND THE PEOPLE YOU CAME TO RESCUE GET LEVELLED *WITH* IT.

LOOK AT THE SCREEN, CAPTAIN. I APPROXIMATE IT WILL TAKE YOUR COMRADES SOME FOUR TO SIX MINUTES TO BATTER DOWN THAT WALL.

THE DESTRUCT SEQUENCE I'VE ALREADY PROGRAMMED IN WILL BE FINISHED IN *HALF* THAT TIME.

YOU WOULDN'T.

I THINK YOU UNDERSTAND ME, CAPTAIN. OF *COURSE* I WOULD. SO MAKE YOUR CHOICE.

ALLOW THE DESTRUCT SEQUENCE TO PLAY OUT--AND YOU WILL HAVE WON. BUT AT THE COST OF INNOCENT LIVES.

SURRENDER--AGREE TO CALL YOUR COMRADES *BACK*--AND I'LL BEGIN TO PROGRAM IN THE OVERRIDE SEQUENCE THAT ONLY *I* CAN COMPLETE!

WHICH WILL IT BE, CAPTAIN?

WHEN HE WAS A BOY, HEROES STOOD FOR SOMETHING MORE THAN VICTORY; MORE THAN TRIUMPH AT ANY COST.

*A HERO WAS A MAN OF MORAL **FIBER**; A MAN WHO WOULD NOT SEE ONE INNOCENT SOUL SACRIFICED IF THERE WAS ANY ALTERNATIVE...*

*...AND, TO CAPTAIN AMERICA, THERE IS **ALWAYS** AN ALTERNATIVE!*

I... SURRENDER, MASTERS.

BUT ONLY FOR THE MOMENT, YOU MADMAN. ONLY FOR THE MOMENT...

LATER...

AN AMAZING MAN, THAT CAPTAIN AMERICA! HE'S AS GOOD AS HIS WORD! *THE FOOL!*

TO THINK THAT THEY'D ALL STAND THERE AND LET US DRUG THEM AGAIN--!

AH, BUT THEY'LL THANK US IN THE END, JUST AS YOU WILL, RICHMOND!

YOU-- AND ALL AMERICA!

WHAT? NO DRUGS FOR ME, MASTERS? DON'T YOU CONSIDER ME A MAJOR ENOUGH THREAT?

A MINOR THREAT, AT BEST!

BUT, OF COURSE, WE NEED TO KEEP YOU AWARE FOR... MINDY'S SAKE.

AND I THINK THE SUB-SKIN MONITORING DEVICE WE'VE JUST IMPLANTED WILL BE ALL THE PRECAUTIONS WE'LL NEED.

WELL, DO YOU THINK YOU COULD AT *LEAST* DO ME THE COURTESY OF EXPLAINING WHAT'S GOING ON? CAP MENTIONED SOMETHING ABOUT A PSYCHIC ATTACK, BUT--

LATER, RICHMOND. LATER.

RIGHT NOW I'VE SOME REPAIRS TO EFFECT. AND A TIMETABLE TO REARRANGE. I'M SURE YOU UNDERSTAND.

I UNDERSTAND ALL RIGHT. IT'S THE STORY OF MY LIFE! NO ONE HAS EVER TAKEN ME SERIOUSLY-- AS A BUSINESSMAN, AS A VILLAIN, AS A HERO-- *AS A MAN!*

EASY, KYLE! I THOUGHT YOU WERE OVER THE SELF-PITY TRIP!

NOW, THINK, BLAST IT! THERE'S *GOT* TO BE SOME WAY TO GET EVERYONE OUT OF THIS!

IF ONLY I COULD CONTACT *DOCTOR STRANGE!* BUT--HOW?

HOW?

HOW?!!

PERHAPS IT'S AS SIMPLE AS HAVING YOUR THOUGHTS PICKED UP BY THE FORMIDABLE MIND OF A WOMAN WHO ADORES YOU...

...A WOMAN WHO--DESPITE HER MENTAL IMBALANCE--WOULD DO ANYTHING TO HELP YOU...

...DOC-TOR STRANGE...

AND SO SHE CHANNELS YOUR CONCERNS THROUGH HER BRAIN, SENDS IT--CLUMSILY, POWERFULLY--EASTWARD TOWARD THE GREENWHICH VILLAGE SANCTUM WHOSE LOCATION IS FOREMOST IN YOUR MIND...

NEED WE ADD: ***CONTINUED IN DEFENDERS #106...*** ON SALE SOON?! WE DIDN'T THINK SO!

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THE DEFENDERS®

THE WAR TO END ALL WARS!

MIGNOLA

Stan Lee PRESENTS: THE DYNAMIC DEFENDERS!™

THE WAR TO END ALL WARS!

J.M. DE MATTEIS WRITER | PERLIN, TRAPANI, MAGYAR, ABEL AND MILGROM, ARTISTS | SHELLY LEFERMAN, LETTERER GEORGE ROUSSOS, COLORIST | AL MILGROM EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

CONCLUDING THE SOUL-SHATTERING SAGA BEGUN IN THE PAGES OF CAPTAIN AMERICA #268! (NOW ON SALE--AS IF YOU DIDN'T KNOW!)

AND, SPEAKING OF SOUL-SHATTERING...

ARRGHH!!

THE MASTER OF THE MYSTIC ARTS, DOCTOR STEPHEN STRANGE, IS HAVING HIS SOUL SHATTERED AT THIS VERY MOMENT!

GET OUT OF MY *MIND*, CURSE YOU!

GET OUT OF MY--

--MIND...

DOCTOR STRANGE! FORGIVE THE INTERRUPTION OF YOUR MEDITATIONS--BUT WHEN I HEARD YOU SCREAM I THOUGHT--

I...I AM QUITE ALL RIGHT...WONG...

...THERE IS NO NEED... FOR...

...ALARM...

MASTER--!!

...LIFTING HIS BELOVED MASTER IN HIS ARMS...

...AND CARRYING HIM DOWN THE WINDING STAIR-CASE.

DESPITE THE FEAR AND CONCERN ETCHED DEEP INTO HIS FACE, WONG MOVES QUICKLY, CALMLY...

*HE KNOWS PANIC WILL SERVE NO PURPOSE -- THAT IF HE IS TO ADEQUATELY MINISTER TO DOCTOR STRANGE'S NEEDS, HE MUST REMAIN CENTERED, IN TOUCH WITH THE INEFFABLE **TAO**...*

SALVES ARE APPLIED, LIMBS ARE MASSAGED, POWERFUL HERBS ARE FORCED GENTLY PAST UNMOVING LIPS--AND...

TH-THANK YOU, WONG. YOU HAVE PROVED ONCE MORE THAT THE MAN WHO SERVES WITH A PURE AND OPEN HEART--IS THE *GREATEST* MASTER OF ALL...

PLEASE, DOCTOR--SIP SOME MORE TIBETAN TEA. YOU ARE STILL FEVERISH.

MERELY AN AFTER-EFFECT OF THE MENTAL INVASION I EXPERIENCED. IT WILL PASS SHORTLY.

INVASION, MASTER?

INDEED. SOMEONE--OR SOME *THING*--REACHED INTO MY PSYCHE WITH SUCH FEROCITY THAT IT CAME CLOSE TO *LITERALLY* DRIVING ME OUT OF MY MIND!

YET I SENSE THAT IT WAS NOT AN ATTACK--BUT A *WARNING*.

A WARNING OF WHAT, MASTER?

I DON'T KNOW. I FELT... INEXPRESSIBLE DREAD--AND THE IMAGES OF NIGHTHAWK, VALKYRIE, HELLCAT, GARGOYLE, AND CAPTAIN AMERICA FLASHED BEFORE ME.

THEY ARE TOGETHER ...IN DANGER... THAT MUCH WAS CLEAR.

AND THAT IS WHY I HAVE SENT OUT THE ASTRAL CALL FOR HELP!

"A CALL THAT...

"...EVEN NOW...

"...IS BEING ANSWERED!"

DOWN, HECATE! DOWN, AMON! DOWN, SET!

HIS NAME IS DAIMON HELLSTROM--DEMONOLOGIST, EXORCIST, FORMER DIVINITY STUDENT...

...AND THE FIRST-BORN SON OF SATAN!

DAIMON--THANK YOU FOR COMING SO QUICKLY! I HOPE I DIDN'T TAKE YOU AWAY FROM ANY-THING IMPORTANT...

I WAS ON MY WAY TO THE UNIVERSITY OF GEORGETOWN TO TAKE CARE OF CERTAIN *PERSONAL* MATTERS I'VE LEFT UNATTENDED FOR FAR TOO LONG...

SINCE RETURNING FROM MY FATHER'S DOMAIN* I'VE FELT A NEED TO PUT MY LIFE BACK IN ORDER--TO FORGE A NEW BEGINNING.

*LAST ISSUE--AL.

BUT IF PATSY... *AND* THE OTHERS --ARE IN NEED OF US--HOW CAN I POSSIBLY TURN AWAY?

MY FRIEND, I SENSE A NEW BALANCE, A RENEWED PURPOSE IN YOUR SOUL SINCE YOUR ORDEAL IN THE WORLD BELOW. YOU HAVE CHANGED, DAIMON ...FOR THE BETTER.

PERHAPS. I DO NOT SHARE YOUR UNBRIDLED OPTIMISM--BUT I CAN AT LEAST HAVE *HOPE*.

BUT ENOUGH IDLE TALK. LET US BE ON OUR WAY!

"NOT JUST YET, DAIMON. WE'VE ONE MORE ALLY WHO HAS YET TO ARRIVE..."

AH, FAIR MAIDEN-- 'TIS WITH A HEAVY HEART THAT I LEAVE YOU NOW! BUT, REST ASSURED, WHEN AT LAST I DO RETURN--

--I'M GONNA GIVE YOU SO MANY HUGS YOUR *HEAD'LL* SPIN!

HANK McCOY--YOU ARE A LUNATIC, DO YOU KNOW THAT?

I'VE HEARD THOSE VICIOUS RUMORS!

LOOK, VERA--I REALLY DO FEEL *AWFUL* ABOUT LEAVING YOU LIKE THIS-- BUT DOC WENT OUT ON A LIMB TO HELP *US** SO--

I'D NEVER FORGIVE YOU IF YOU *DIDN'T* GO, HANK.

*ALSO LAST ISSUE--AL.

NOW COME HERE AND KISS ME...

OH, VERA--I LOVE YOU SO MU--

--MMMM...

DON'T BE TOO LONG, CUTIE.

AND HANK--

I KNOW, BABE. I'LL BE CAREFUL.

♪ HEAVEN--I'M IN HEAVEN! ♪

SALE NOW!

I DON'T THINK I'VE FELT THIS GOOD IN YEARS! THERE ARE NO ***X-MEN*** OR ***AVENGERS*** PROVIDING ME WITH RULES AND REGS--I'VE GOT ***VERA*** BACK...

YEP--THE BOUNCING BLUE-FURRED ***BEAST*** IS HIS OWN MAN AT LAST! SURE IT'S A LITTLE SCARY--UNCERTAIN--BUT WHAT WOULD LIFE BE WITHOUT A FEW--

--SURPRISES...?!

HEY--SOMEBODY'S COMING AT ME!

GOT TO LEAP OUT OF THE WAY--OR WE'LL HIT HEAD ON!

OKAY, BUSTER--

I DON'T KNOW WHAT YOU'RE DOING SKULKING AROUND OUTSIDE DOC STRANGE'S PLACE, BUT IF IT'S A--

--FIGHT YOU WANT...

OH! IT'S ***YOU!***

DAREDEVIL! HOW YA DOIN'?!

SORRY ABOUT THE NEAR-COLLISION, BEAST. I WAS A LITTLE DISTRACTED--LOST IN THOUGHT. I ALMOST DIDN'T...***SEE*** YOU.

AND IT WAS ONLY MY RADAR-SENSE THAT WARNED ME AWAY AT THE LAST MOMENT! CHANCES ARE, IF I WAS A ***SIGHTED*** MAN, NOT EVEN THE BEAST'S AGILITY COULD HAVE AVOIDED A CRASH!

I GUESS WE'RE BOTH HERE TO SEE THE DOCTOR?

YOU'VE GOT IT, HORN-HEAD!

WELL, THEN--I' TRUST HE'S--

--IN...

WHEN DOORS START SWINGING OPEN BY THEMSELVES--YOU ***KNOW*** HE'S IN!

ENTER, MY FRIENDS--***ENTER!***

I AM PLEASED TO SEE YOU, DAREDEVIL--ALBEIT A BIT SURPRISED...

WHADDAYA MEAN, DOC? WASN'T HORN-HEAD INVITED TO THIS EMERGENCY SESSION?

EMERGENCY--?! THEN THERE *IS* TROUBLE!

THESE PAST FEW WEEKS I'VE BEEN HAUNTED BY A SUBLIMINAL FEELING OF UNEASE--LIKE A SHADOW IN THE BACK OF MY MIND, A MEMORY BURIED TOO DEEP TO REACH--AND IT'S FOCUSED ON *THE DEFENDERS!*

...SO YOU'VE COME HERE HOPING MY MAGICKS COULD DISPEL THAT SHADOW--UNEARTH THAT MEMORY!

THEN, BY THE ETERNAL VISHANTI, I SHALL TRY TO DO JUST THAT!

LET THE ALL-SEEING EYE OF AGAMOTTO COME ALIVE! LET THE LIGHT OF TRUTH PEER DEEP INTO YOUR SOUL!

WIELDING MYSTIC ENERGIES LIKE A SCALPEL, DOCTOR STRANGE PRODS, PRIES, CUTS INTO THE MAN WITHOUT FEAR'S PSYCHE...AND THE IMAGES UNFOLD!

*HE SEES FOUR BOGUS FEDERAL AGENTS BURSTING INTO A VICTORY PARTY AT KYLE (NIGHTHAWK) RICHMOND'S PENTHOUSE...**

*HE SMELLS THE CLOYING HYPNO-GAS THAT SATURATES THE AIR, FEELS THE FOG THAT RISES IN THE MINDS OF RICHMOND'S OTHER GUESTS (DAREDEVIL'S ALTER EGO, ATTORNEY **MATT MURDOCK**, AMONG THEM) AS THEY FALL TO THE FLOOR, UNCONSCIOUS.*

HE WATCHES MURDOCK AWAKEN THE NEXT MORNING, REMEMBERING ONLY A PLEASANT EVENING'S DIVERSION, WITH ALL ELSE ERASED FROM HIS MIND...

*...SENSES THE CONFUSION AS A BLIND MAN ALWAYS AWARE OF LIFE'S **SUBTLETIES** BEGINS TO SUSPECT THAT SOMETHING IS DESPERATELY WRONG!*

THEN THOSE "AGENTS" MUST HAVE ABDUCTED KYLE--AND THE OTHER DEFENDERS *WITH* HIM!

THAT'S WHAT IT LOOKS LIKE, DOC...

*ISSUE #104 - AL.

AFTER THE SORCERER SUPREME HAS EXPLAINED THE SITUATION TO THE OTHERS (BEING CAREFUL NOT TO DIVULGE DAREDEVIL'S TRUE IDENTITY)...

HEY, DOC--MAYBE **YOU** GOT ZAPPED WITH SOME KIND OF WEIRDO GAS, TOO--AND THAT "MIND ATTACK" WAS JUST YOUR SUBCONSCIOUS TRYING TO GET THROUGH!

NO. WHAT I EXPERIENCED WAS CLEARLY AN OUTSIDE FORCE RIPPING THROUGH MY MIND.

BUT NOW--LET ME CALL FORTH THE ORB OF ATTUNEMENT--

--AND, WITH IT, SEEK OUT THE VIBRATIONAL TRAILS LEFT BY OUR MISSING COMRADES!

THERE, SWIRLING IN ITS DAPPLED DEPTHS --DO YOU SEE THE IMAGES FORMING?

IT'S A NICE SHARP PICTURE--BUT THE COLOR'S A LITTLE OFF!

THIS IS NOT THE TIME FOR FLIPPANCY, BEAST.

INDEED, DAIMON. FOR--IF I READ THE PSYCHIC WAVELENGTHS CORRECTLY--THERE IS DANGER NOT ONLY TO OUR FRIENDS--BUT TO THE ENTIRE **WORLD!**

THE TIME HAS COME FOR ACTION!

AND I PRAY WE ARE NOT TOO LATE!

NICE BUGGY YOU'VE GOT HERE, HELLSTROM!

BY THE BY, DOC--WHERE ARE WE HEADED? WHAT'RE WE LOOKING FOR?

"WE ARE HEADED FOR THE COLORADO ROCKIES, BEAST--

"--BUT ONLY THE FATES MAY KNOW WHAT AWAITS US THERE!"

THESE MOUNTAINS ARE SERENE, BREATHTAKING...

NONE WOULD SUSPECT THAT A HIDDEN DOOR HAS BEEN CARVED INTO ONE STONY FACE...

...OR THAT, BEYOND THAT DOOR...

...STRANGELY-GARBED WARRIORS STAND GUARD IN COLD, ANTISEPTIC CORRIDORS...

...OR THAT, BEYOND THOSE CORRIDORS...

...LIES A SCENE OF TECHNOLOGY GONE MAD!

OVERWHELMING -- ISN'T IT, RICHMOND?

THE VOICE IS ICE AND DAGGERS -- AND THE VERY SOUND OF IT TIES KYLE RICHMOND'S GUT IN KNOTS.

AWARE OF THE CAMERAS THAT MONITOR HIS EVERY MOVE, OF THE TRACKING DEVICE IMPLANTED BENEATH HIS SKIN, THE FORMER DEFENDER TURNS...

...HATE BURNING BRIGHT IN HIS EYES...

LOOK, MASTERS -- YOU BROUGHT ME HERE TO KEEP MINDY IN LINE WHILE YOU AND YOUR GOONS GOT HER READY FOR THIS PSIONIC HOOK-UP --

--AND, HEAVEN HELP ME, I *DID* THAT!

AND NOW YOU WANT ME TO KEEP *MY* PART OF THE BARGAIN, RIGHT?

YOU'VE GOT IT, CRUMB. *WHERE ARE MY FRIENDS?!*

RELAX, RICHMOND -- RELAX.

KLIK

A BUTTON IS PUSHED WITH CASUAL ARROGANCE...

...AND, IN RESPONSE, AN ENTIRE WALL OF THE COMPLEX GROWS TRANSPARENT, REVEALING...

VAL -- PATSY -- ISAAC -- AND CAPTAIN AMERICA!

WHAT HAVE YOU DONE TO THEM, MASTERS -- WHAT HAVE YOU *DONE*?

NOTHING YET.

WE'VE TAKEN OUR TIME WITH THIS ENTIRE PROJECT -- AND I SEE NO REASON TO RUSH *NOW!*

"AFTER ALL, WE'VE BEEN SCOURING THE COUNTRY FOR SUBJECTS WITH GREAT PSI-POTENTIAL FOR MONTHS...

"...AS YOU FOUND OUT WHEN YOU STUMBLED UPON OUR OPERATION AT THE SANITARIUM WHERE YOUR OLD GIRL-FRIEND, MINDY, WAS ...RECUPERATING.*

*DEFENDERS #102--AL.

"BUT THAT WAS JUST ONE OF TWO MAJOR PSI-SCREENING OPERATIONS OUR ORGANIZATION HAD INITIATED.

"THE OTHER GOT A BIT OUT OF HAND WHEN ONE OF OUR BACKERS--MORGAN MACNEIL HARDY, THE RICHEST MAN IN AMERICA--ATTEMPTED TO TELEPATHICALLY RESTRUCTURE REALITY TO SUIT HIS OWN 'MORAL' ENDS. *

FIFTH AVE

"WE WERE ABOUT TO PUT A STOP TO THAT WHEN CAPTAIN AMERICA APPEARED AND DID IT **FOR** US.

"STILL, IT DID HELP US LEARN JUST WHICH OF OUR SUBJECTS HAD THE POTENTIAL TO BEAR UP UNDER INCREDIBLE MENTAL STRAIN.

*CAPTAIN AMERICA #264--AL.

"THOSE WERE THE SUBJECTS WE LATER KIDNAPPED--ALONG WITH YOUR MINDY, THE MOST POWERFUL ESPER OF THEM **ALL**.

"IT WAS UNFORTUNATE THAT CAPTAIN AMERICA CROSSED OUR PATH AGAIN. HE FREED YOUR FELLOW DEFENDERS AND ALMOST BROUGHT THE HOUSE DOWN AROUND US.*

*IN THE CURRENT ISSUE OF CAPTAIN AMERICA #268-- AL.

"BUT WHEN I THREATENED TO BLOW UP THE ENTIRE COMPLEX--AND THE INNOCENT PEOPLE HE'D COME TO FREE ALONG **WITH** IT--

"--THE GOOD CAPTAIN HAD NO CHOICE BUT TO SURRENDER.

"AND WE WERE FREE TO GET ON WITH OUR BUSINESS."

I KNOW WHAT YOUR NEXT QUESTION'S GOING TO BE, RICHMOND: JUST WHAT *IS* OUR BUSINESS? AND I THINK YOU DESERVE AN ANSWER.

"OUR ORGANIZATION IS COMPOSED OF FORMER GOVERNMENT AGENTS--AND **OTHER** PATRIOTS--WHO ARE GRAVELY CONCERNED ABOUT THE EVER-MOUNTING COMMUNIST THREAT TO FREEDOM.

"WE'VE GATHERED THIS LITTLE GROUP OF ESPERS TOGETHER TO END THAT THREAT.

"YOU SEE, RICHMOND, IN APPROXIMATELY THREE HOURS, WE WILL LAUNCH AN ALL-OUT, PSYCHIC ATTACK ON THE U.S.S.R.!"

"HOOKED INTO ELABORATE PSI-AUGMENTORS, OUR TELEPATHS WILL EMIT A BARRAGE OF MENTAL ENERGY THAT WILL BLANKET THAT NATION OF RED DEVILS--

"--EFFECTIVELY DESTROYING THE BRAINS OF ITS EVERY MAN, WOMAN, AND CHILD.

"WITH THE SOVIETS OUT OF THE WAY, THE OTHER RED NATIONS WILL BE COWED INTO SUBMISSION--AND AMERICA WILL RISE UP, UNCHALLENGED, TO LEAD THE WORLD.

"DON'T YOU UNDERSTAND, RICHMOND? THERE'S A NEW GOLDEN AGE OF FREEDOM AND PEACE COMING!"

THIS IS GOING TO BE THE WAR TO *END* ALL WARS!

OH MY DEAR GOD!

AND, WHILE A REELING KYLE RICHMOND ATTEMPTS TO DIGEST WHAT HE'S JUST HEARD...

SO HELLSTROM--HOW'S THAT PSYCHO-SENSITIVE METAL IN YOUR TRIDENT DOING? HAVE YOU PICKED UP ANYTHING?

CURSE IT! FOR ALL WE KNOW, PATSY AND THE OTHERS COULD BE *DYING*--AND WE'RE HELPLESS! *HELPLESS!*

TAKE IT EASY, HELLSTROM. YOU AND THE DOCTOR HAVE TAKEN US THIS FAR--

--NOW LET'S SEE WHAT, *I* CAN DO!

SHEESH! IF THIS IS THE NEW, MELLOW DAIMON HELLSTROM --I'M SURE GLAD I NEVER GOT A CHANCE TO GET TO KNOW THE *OLD* ONE!

I *THOUGHT* MY HYPER-SENSES WERE ZEROING IN ON SOMETHING...LIKE A MUFFLED DRONE... AN--

YES! THERE IT IS!

--*SOMETHING* IS BLOCKING ME!

YOU DID A BETTER JOB THAN YOU THOUGHT, HELLSTROM. THERE'S MACHINERY DIRECTLY BELOW US--COMPLEX COMPUTER BANKS, RUNNING MILES DEEP...

BUT HOW COULD YOU--?

LET'S JUST SAY IT'S MY LITTLE SECRET--AND LEAVE IT AT THAT.

AS YOU WISH, DAREDEVIL. AT ANY RATE, WE'VE LITTLE TIME FOR QUESTIONS...

WE'VE ONLY TIME FOR--

FHOOSH!

--*THIS!!*

SEARING SOUL-FIRE, FOCUSED THROUGH THE SON OF SATAN'S DEMON-FORGED TRIDENT, ROARS FORTH, CUTTING THROUGH LAYERS OF ROCK LIKE SO MUCH BUTTER.

AND...

BY THE HADEAN CHIMES! THE METAL SHEETING BENEATH THE ROCK RESISTED MY SOUL-FIRE! BUT... HOW?

FIVE'LL GET YOU TEN THAT STUFF'S PURE ADAMANTIUM! AND, IF IT IS, WE'LL *NEVER* GET THROUGH!

WHILE, BELOW...

WHAT TH--?!

A RED ALERT! WE'VE GOT VISITORS!

YOU BE A GOOD BOY, RICHMOND --I'VE GOT BUSINESS TO ATTEND TO!

AND, IN CASE YOU GET ANY BRIGHT IDEAS, REMEMBER --BIG BROTHER IS WATCHING!

BUT KYLE RICHMOND DOES NOT EVEN TURN TO NOTE MASTERS' DEPARTURE, MUCH LESS GET ANY "BRIGHT IDEAS."

HE SIMPLY STARES UP AT THREE BLANK-EYED FACES AND NODS HIS HEAD SLOWLY...

...IN UNDERSTANDING...

OUTSIDE...

ALL RIGHT--EVERYONE FAN OUT! THERE'S GOT TO BE --

HOLY--!

WHAT'S THAT OVER THERE?

LOOKS LIKE SOMEONE TRIED TO ***BURN*** HIS WAY IN, SIR -- AND CAME VERY CLOSE TO SUCCEEDING!

MASTERS ISN'T GOING TO LIKE THIS--AND NEITHER IS ***THE PROFESSOR!***

WELL, WHAT ARE YOU ALL STARING AT? WHOEVER DID THIS HAS GOT TO BE AROUND HERE!

FIND THEM!

BUT, AFTER TWENTY MINUTES OF FRUITLESS SEARCHING WITH HIGHLY SOPHISTICATED ELECTRONIC SCANNING EQUIPMENT...

NOTHING! WE'D BETTER TELL MASTERS...FAST! THERE'S DEFINITELY SOMETHING SCREWY GOING ON HERE!

EVERYBODY-- BACK INSIDE!

THE WEARY, FRIGHTENED GUARDS PASS THROUGH THE OPENED PORTAL...

...LITTLE REALIZING THAT THEIR NUMBER HAS JUST BEEN INCREASED BY FOUR...

NIFTY IDEA YOU HAD, DOC -- JUST WAITING UNTIL THEY SENT OUT A SEARCH PARTY-- AND THEN SNEAKING INSIDE ***WITH*** THEM!

ACTUALLY, BEAST--IT WOULD HAVE BEEN A RATHER ***STUPID*** PLAN--HAD I NOT BEEN ABLE TO MYSTICALLY SCREEN US FROM THEIR EYES AND THEN CREATE THE ILLUSION TO MAKE EACH OF US APPEAR AS ONE OF THEM!

PRESENTLY, IN THE MAIN DEBRIEFING ROOM...

I FIND IT IMPOSSIBLE TO BELIEVE THAT *ANYONE* COULD HAVE GOTTEN AWAY IN SUCH A SHORT TIME-- ESPECIALLY SOMEONE CARRYING THE KIND OF EQUIPMENT IT WOULD TAKE TO BLAST THE SURFACE OF THE MOUNTAIN THE WAY YOU SAID, CENTURION.

BUT, MR. MASTERS-- I SWEAR TO YOU THA--

SAVE YOUR SWEARING FOR THE PROFESSOR! HE'S THE--

UH, SIR? CAN I HAVE A WORD WITH YOU, PLEASE?

NOT NOW, BRODSKY. I--

NOW, SIR. IT'S IMPORTANT.

...ALL RIGHT, BRODSKY. WHAT IS IT?

SIR--I DISPATCHED FOUR GUARDS TO THE SURFACE. THERE ARE NOW *EIGHT* GUARDS STANDING HERE.

WHAT--? BUT THAT MEANS--!

MY POINT PRECISELY.

Y'KNOW, DOC--IF THAT HEAD GUARD KNOWS HOW TO COUNT, WE'RE IN VERY BIG TROUBLE.

I'M QUITE AWARE THAT WE ARE ABOUT TO BE DISCOVERED, BEAST. WE WILL RESPOND WITH A FRONTAL ATTACK AT THE PROPER--

UH-UH, DOC. I'VE GOT A *MUCH* BETTER IDEA--!

THERE SEEMS TO BE A SLIGHT PROBLEM WITH THE DUTY ROSTER-- SO I'D LIKE TO GO OVER THE ROLL!

WEIN?

YO!

BERGER?

HERE!

KOWALSKI?

RIGHT HERE!

HEY--WAIT A DARN MINUTE! *I'M* KOWALSKI! WHAT'S THE BIG IDEA?

YOU'RE KOWALSKI? THEN--HEAVENS TO BETSY--WHO AM *I*?

I-IT MUST BE LIKE THAT *TWILIGHT ZONE* EPISODE! I'VE BEEN WRENCHED INTO A PARALLEL DIMENSION WHERE NOBODY KNOWS ME!

MY IDENTITY'S BEEN *LOST*!

OH :SOB: THE ULTIMATE CRISIS OF MODERN MAN HAS BEFALLEN ME!

HEY--WHAT'S THE MATTER WITH YOU?

PING!

AW--NOTHIN', REALLY!

I'M JUST A CLOSET HAM, THAT'S ALL!

WHAT IN--?!

SWAK

I'VE ALWAYS FANCIED MYSELF A THESPIAN, YOU KNOW!

A SWASHBUCKLING HERO LIKE *ERROL FLYNN*--

WAP

--OR WOODY ALLEN!

DON'T JUST STAND THERE, YOU IDIOTS!

GET HIM!!!

AND, WHILE HANK McCOY LEADS HIS PURSUERS ON A NOT-SO-MERRY CHASE...

IT LOOKS LIKE THE BEAST'S PERFORMANCE BOUGHT US A CHANCE TO SNEAK OFF, UNNOTICED.

WE'D BEST SEPARATE--SEE IF WE CAN FIND OUR FELLOW DEFENDERS AND DISCOVER JUST WHAT IN HADES IS GOING *ON* HERE!

I'LL KEEP IN MENTAL CONTACT. GOOD LUCK, MY FRIENDS...

OFF THEY GO, EACH MAN MOVING DOWN A DIFFERENT CORRIDOR. AND--SOME TIME LATER...

AT LAST! THIS APPEARS TO BE THE CENTRAL CONTROL COMPLEX! PERHAPS HERE I WILL LEARN IF MY GRAVE FEARS ARE JUSTIFIED!

VAPORS OF VALTORR! A TARGETED MAP OF THE U.S.S.R.--! THEN THERE *IS* SOME PLAN AFOOT TO LAUNCH US INTO WAR AS THE ORB OF OF ATTUNEMENT INTIMATED!

BUT WHEN WILL--

IN

U.S.S.R.

ALL RIGHT, SOLDIER! YOU KNOW NOBODY'S ALLOWED IN HERE WITHOUT THE PROPER CLEARANCE!

CLEARANCE?

BUT--I HAVE CLEARANCE. DON'T YOU KNOW THAT?

THE SPELL IS SIMPLE...

...BUT NO LESS EFFECTIVE FOR IT!

C-CLEARANCE...? Y-YES...OF COURSE... I SEE THAT...NOW...

NOW THEN--MR. MASTERS HAS ASKED ME TO GET A FULL, DETAILED REPORT ON THE PROJECT'S PROGRESS...

I'M NOT SURE WHAT'S GOING ON--BUT IT LOOKS LIKE THIS GUY WHAMMIED BROZOWSKI! SO I'LL TAKE 'IM OUT NOW, AND ASK QUESTIONS--

15

--LATER!

BASH

OOOF!

THE BLACKJACK FALLS...

...AS DOES DOCTOR STRANGE...

UNCONSCIOUSNESS SWALLOWS HIM, SWALLOWING, TOO, HIS SPELL OF CONCEALMENT!

SOME MINUTES EARLIER, ELSEWHERE IN THE COMPLEX...

ALTHOUGH MY TRIDENT CANNOT BE SEEN BY HUMAN EYES--I CAN STILL FEEL ITS PULSATIONS GUIDING ME, URGING ME ONWARD...

THERE IS NO DOUBT THAT ONE OF OUR NUMBER IS NEAR--

--BY--!

SATAN'S HOOVES! THAT'S RICHMOND!

I MUST DRAW HIM ASIDE -- FIND OUT WHERE PATSY AND THE OTHERS ARE!

RICHMOND! IT'S DAIMON HELLSTROM! DOCTOR STRANGE IS HERE WITH ME--WE'VE COME TO GET YOU OUT!

RICHMOND! WHAT'S WRONG WITH YOU, MAN? CAN'T YOU--

RICHMOND!

HE SEEMED ...ENTRANCED ...AS IF HE DIDN'T RECOGNIZE ME! BUT WHAT COULD THEY HAVE DONE TO HIM?

IN HIS EXCITEMENT, THE SON OF SATAN HAS ATTRACTED MORE THAN A BIT OF UNDUE ATTENTION...

...ATTENTION THAT MOUNTS AS THE CLOAK OF ILLUSION AROUND HIM ABRUPTLY...DROPS!

CURSE IT! SOMETHING MUST HAVE HAPPENED TO STRANGE! I STAND REVEALED!

YOU SAID IT, PAL! NOW PUT THAT CRAZY PITCHFORK DOWN, NICE 'N' EASY!

THERE'S *TEN* OF US TO *ONE* OF YOU!

YES, THE ODDS *ARE* IN MY FAVOR--

--AREN'T THEY?!

DARKSOUL RISES. SOUL-FIRE BURNS. ALARM BELLS PEAL.

FOUR MINUTES EARLIER...

THE SOUND OF THE MACHINERY IS PLAYING HAVOC WITH MY RADAR SENSE--BUT, IF I'M NOT MISTAKEN, THOSE SLUGGISH HEARTBEATS BELONG TO CAP, VALKYRIE AND HELLCAT!

AND, CONSIDERING THE *FOURTH* PERSON'S HEARTBEAT IS COMING FROM HIS *BACK*--I'D GUESS THAT'S THE DEMONIC DEFENDER THEY CALL *THE GARGOYLE!*

NOW, THE NEXT QUESTION IS: HOW IN BLAZES DO I GET THEM OUT OF THERE?

PSSST! DON'T LOOK SO DOWN, HORNLESS-HEAD!

WHERE THERE'S A BEAST --THERE'S HOPE!

MAYBE THERE IS! I THINK I'VE FOUND THEM!

YEAH--WELL I'VE BEEN DOING SOME EAVESDROPPING--AND WHAT I'VE PICKED UP IS *NOT* NICE! IT SEEMS OUR BUDDIES ARE BEING USED AS MENTAL FUEL FOR SOME KIND OF SUPER-TELEPATHIC GIZMOS! THEY'RE LIVING BATTERIES TO HELP KEEP THOSE PLUGGED-IN ESPERS OVER THERE RUNNING AT FULL POWER!

I'VE PICKED UP A FEW MORSELS OF INFORMATION *ALSO*, BEAST, AND--

--AND--

...OH-OH...

TROUBLE IN PARADISE, HUH? I GUESS DOC GOT HIMSELF IN SOME HOT WATER!

THINK YOU CAN KEEP THESE *"QUO VADIS"* REJECTS BUSY WHILST I JIMMY A FEW PANELS IN THE WALL, D.D.?

DUMB QUESTION, McCOY!

RRRR

ZEET!

ZEET!

THOD

WHOT

ZEET!

VERY DUMB QUESTION!

NOW, WHY DON'T YOU STOP WORRYING--

--AND CONCENTRATE ON THE JOB AT HAND--

"--'CAUSE THAT IS ONE GUY--

UGH!

ZEET!

"--WHO CAN TAKE CARE OF HIMSELF!"

UNAWARE THAT THE MAN WITHOUT FEAR HAS FALLEN PREY TO A LUCKY SHOT, THE BEAST CAREFULLY WENDS HIS WAY THROUGH AN INTRICATE MAZE OF VENTS. AND...

WHOO-EE! THAT WHATCHAMACALLIT LOOKS LIKE IT CAME STRAIGHT OUT OF *"INVADERS FROM MARS!"*

FUNNY HOW I'M ALWAYS INTERPRETING LIFE IN TERMS OF MOVIES I'VE SEEN! MAYBE I'M TOO MUCH A CHILD OF THE MEDIA!

OH, WONDERFUL! FROM WHAT I'VE PIECED TOGETHER, WORLD WAR THREE COULD BE STARTING WITHIN THE HOUR--AND *I'M* INDULGING IN SELF-ANALYSIS!

BETTER I SHOULD INDULGE IN SOME DERRING-DO!

SIMULTANEOUSLY, IN THE HEART OF THE CONTROL CENTER...

RICHMOND--HOW'D YOU GET PAST THE GUARDS OUTSIDE? BE A NICE BOY AND GET LOST, HUH--BEFORE WE GET ANGRY AND BLOW YOUR **HEAD** OFF!

U.S.S.R.

YEAH! Y'KNOW THE SUN'S GONNA BE COMING UP SOON--AND THEN YOUR DAY-TIME PARALYSIS IS GONNA SET IN!

YOU WOULDN'T WANT TO BE CAUGHT WITHOUT YOUR WHEELCHAIR, **WOULD** YOU?

BE...

...QUIET!

OOOO!!

YIIII!

...I DON'T KNOW HOW YOU **DID** THAT, RICHMOND-- BUT IT WAS A STUPID MOVE!

YOU KNOW WE'RE MONITORING YOU EVERY SECOND--SO WHAT DO YOU HOPE TO ACCOMPLISH HERE!

I'VE ALREADY ACCOMPLISHED IT, MASTERS! I'VE JUST PROGRAMMED THE MAIN COMPUTERS TO SELF-DESTRUCT! IN TWO MINUTES THIS PLACE IS GOING TO BLOW SKY-HIGH! YOUR PSI-WAR WILL **NEVER** HAPPEN!

BUT--I'M THE ONLY ONE WHO KNOWS THAT DESTRUCT SEQUENCE! HOW DID--?

NOW IT'S **MY** TURN TO EXPLAIN, MASTERS! YOU MAY HAVE DEADENED THE **CONSCIOUS** MINDS OF YOUR TELEPATHS WITH YOUR MACHINES--BUT YOU COULDN'T DAMPEN THEIR **SUBCONSCIOUS** MINDS! THEY LINKED UP--REACHED OUT TO ME--MERGED **WITH** ME!

WHAT?! BUT-- WHY?!

DON'T YOU UNDERSTAND, MASTERS? THEY REALIZE WHAT DANGEROUS WEAPONS THEY'VE BECOME--HOW EASILY THEY CAN BE TWISTED BY MENTALITIES LIKE YOURS! THAT'S WHY THEY PROBED THE COMPUTERS FOR THE DESTRUCT SEQUENCE--THAT'S WHY THEY'RE GOING TO LEVEL THIS COMPLEX--SACRIFICE THEIR OWN LIVES --TO INSURE THAT THEY'RE NOT USED **AGAIN!**

USED? WE'RE NOT USING THEM, RICHMOND--WE'RE ***HONORING*** THEM! THEY'RE FREEDOM'S HOPE--AMERICA'S ONE CHANCE FOR A SIMPLE, BLOODLESS PEACE! THE MAN WHO PUT THIS OPERATION TOGETHER BELIEVES IN THE GREAT DESTINY OF THIS NATION, RICHMOND! DON'T YOU?

I CERTAINLY DO, MASTERS. THAT'S WHY I'M DOING **THIS!**

RICHMOND--PLEASE! YOU'VE **GOT** TO LET ME OVERRIDE THE DESTRUCT SEQUENCE!

NO WAY, MASTERS. THE OUTER DOORS ARE SEALED. THERE'S NO TURNING BACK.

UHHH...KYLE! I FELT--SO MANY MINDS--PRODDING ME AWAKE! WHAT'S HAPPENING?

ONE HASTY EXPLANATION LATER...

YOU'VE GOT TO RISK A SPELL OF TELEPORTATION, DOC--GET THE DEFENDERS OUT OF HERE...**NOW!**

BUT-- WHAT ABOUT YOU, KYLE? YOU CAN'T JUST--

MINDY AND THE OTHERS NEED A PHYSICAL FOCAL POINT HERE 'TILL THE FINAL SECOND TO MAKE SURE NOTHING GOES WRONG! AND IT LOOKS LIKE **I'M IT!**

I'M NOT TRYING TO BE A HERO, DOC--I'M JUST TRYING TO DO WHAT YOU--OR **ANY** OF THE DEFENDERS WOULD DO IN MY PLACE! I'M JUST TRYING TO DO WHAT'S RIGHT!

NO!!

GOODBYE, DOC. YOU WERE A GOOD FRIEND--AND I... **LOVE** YOU FOR THAT.

KYLE!!

BUT, YOU, MASTERS--YOU'RE STAYING RIGHT HERE **WITH** ME--UNTIL THE GRAND **FINALE!**

HURLED OUTSIDE BY AN INCREDIBLE MENTAL "PUSH"...

...THE FRANTIC MYSTIC MASTER TRIES FIRST SPELLS, THEN BARE FISTS TO REACH HIS DEAR FRIEND.

BOTH PROVE INEFFECTIVE.

HE WHIRLS, FACING A SCENE OF NAKED PANIC--AS TERRIFIED MEN AND WOMEN RACE TOWARD THE HOPED-FOR SAFETY OF SUB-TERRANEAN SHELTERS...

AAAOOOOGA

IN THE WORDS OF THE STREET CORNER PROPHETS: THE END IS **INDEED** NEAR.

AND THERE IS ONLY ONE THING FOR STEPHEN STRANGE TO DO.

CONCENTRATE.

CONCENTRATE.

CONCENTRATE.

DESTRUCT--NOW!

CON--

WHOOM!

--CENTRATE!

OMNIPOTENT OSHTUR! I--I TRIED TO SAVE THEM--BUT THEIR TELEPATHIC WILLS RESISTED ME!

DOCTOR--WHAT IN HEAVEN'S NAME HAPPENED? THE PEOPLE WE CAME HERE TO RESCUE...

AND KYLE, DOC--WHERE'S KYLE?

THE FACE, NORMALLY SERENE, IS TENSE, ASHEN. THE LIPS THAT SO ADROITLY WEAVE SPELLS CAN FIND NO WORDS.

THEN, AT LAST, THE TEARS BEGIN TO FALL.

THEN, AT LAST, HE SPEAKS...

OH... KYLE...

...AND HIS VOICE IS PUREST HEARTBREAK...

NEXT

A VERY DIFFERENT DEFENDERS SAGA! DON'T MISS...

"on DEATH and DYING!"

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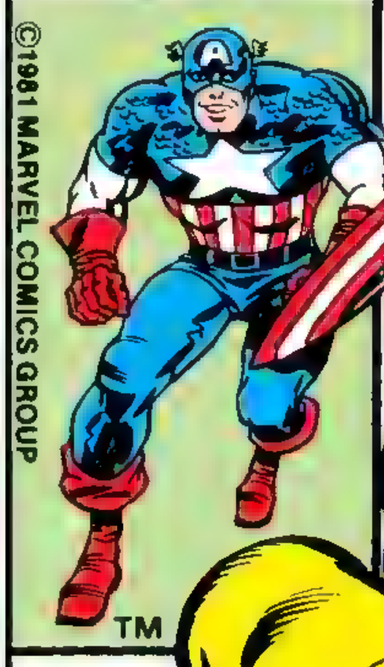

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CAPTAIN AMERICA®

INTRODUCING:

TEAM AMERICA®

"A MIND IS A TERRIBLE THING TO WASTE"

ZECK/BEATTY

Stan Lee PRESENTS: CAPTAIN AMERICA!®

A MIND IS A TERRIBLE THING TO WASTE!

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INTRODUCING MARVEL'S NEW MOTORCYCLE SENSATIONS... TEAM AMERICA®

EAT BOYS, EAT! I DON'T WANT ALL THIS FOOD TO END UP IN THE GARBAGE!

ANNA -- IF I EAT ANOTHER BITE, I THINK I'LL EXPLODE!

SPECIAL THANKS TO MIKE ZECK AND JOSEF RUBENSTEIN FOR AN INKING ASSIST!

DON'T WORRY ABOUT IT, JOSH -- STEVE'LL EAT IT! HE'S GOT A BOTTOMLESS PIT!

CAN I HELP IT IF ANNA'S WAFFLES SIMPLY CAPTIVATE MY TASTE BUDS? UH... PASS THE SYRUP, MIKE -- PLEASE?

ANNA KAPPELBAUM IS **NOT** YOUR AVERAGE NEW YORK LANDLORD. TO HER, THE PEOPLE RENTING APARTMENTS IN HER BROWNSTONE AT 569 LEAMAN PLACE IN BROOKLYN HEIGHTS AREN'T JUST FACELESS CHECKING ACCOUNT NUMBERS -- THEY'RE NEIGHBORS, FRIENDS... **FAMILY**. A FACT THIS IMPROMPTU SATURDAY BRUNCH TESTIFIES TO...

LATER, AFTER MUFFLED BURPS AND LOOSENED BELT BUCKLES...

SO, JOSH -- WHAT'S NEW AND DEPRESSING IN THE WORLD?

YOU WANT LOCAL, NATIONAL OR *INTER*NATIONAL "DEPRESSING"?

IVEY LAUGH AT KOTT LOSS!

...SURE YOU DON'T WANT ME TO HELP, ANNA?

NO, STEPHEN -- I HAVE MY SET WAY OF DOING THIS! IF YOU HELPED -- I'D PROBABLY END UP *RE*WASHING THE DISHES YOU *WASHED!*

BUT YOU *CAN* HELP WITH A LITTLE CONVERSATION...

SOMETHING IN PARTICULAR?

WELL...

BERNIE WAS IN TO SEE ME LAST NIGHT, STEPHEN. SHE WAS VERY UPSET, ABOUT THE... PROBLEMS YOU TWO SEEM TO BE HAVING.

BOTH YOU AND BERNIE ARE VERY SPECIAL TO ME, I WOULD HATE TO SEE EITHER ONE OF YOU GET HURT...

ACH! I FEEL FOOLISH EVEN BRINGING THIS UP! YOU PROBABLY THINK I'M A MEDDLING FOOL WHO --

NO, I DON'T THINK THAT AT ALL. IN FACT, I'M TOUCHED THAT YOU CARE ENOUGH TO ASK ABOUT US...

BUT, YOU SEE, ANNA -- I'M VERY *CONFUSED* ABOUT MY FEELINGS FOR BERNIE, AND, CONSIDERING THE... DEPTH OF *HER* FEELINGS FOR *ME* --

--I THINK WE SHOULD BOTH TAKE A STEP BACK UNTIL I'VE SORTED THINGS OUT. IT'S THE ONLY PROPER THING TO DO...

PROPER...? HOW LONG HAS IT BEEN SINCE I HEARD A YOUNG MAN WORRY ABOUT WHAT'S PROPER?

DO YOU KNOW, STEPHEN -- SOMETIMES I THINK YOU'RE MORE OLD-FASHIONED THAN *I* AM! IN FACT -- YOU'RE MY FAVORITE TENANT FOR THAT VERY REASON!

BUT DON'T TELL THE OTHERS -- WE DON'T WANT THEM GETTING JEALOUS!

AND, SPEAKING OF THOSE OTHER TENANTS...

WILL YOU TAKE A LOOK AT *THIS*, MIKE? IT'S ENOUGH TO GIVE YOU THE CREEPS...

NEO-NAZIS HAVING A RALLY AT A LONG ISLAND HIGH SCHOOL?

I HATE TO SAY IT-- BUT IT DOESN'T SURPRISE ME!

THAT IS THE TROUBLE WITH PEOPLE IN AMERICA TODAY --*NOTHING* SURPRISES THEM!

EVERYONE IS SO NUMB--SO JADED--THAT EVEN NAZI *FILTH* CANNOT MAKE THEM RAISE AN EYEBROW, LET ALONE EXPRESS OUTRAGE!

IF I WERE THE PRESIDENT, I WOULD TAKE ALL THESE...*ANIMALS* AND LOCK THEM AWAY ...BEFORE THE MADNESS BEGINS ALL OVER AGAIN!

ANNA--YOU DON'T MEAN THAT! HAVING LIVED THROUGH THE HORRORS OF THE SECOND WORLD WAR, YOU *CAN'T* MEAN THAT.

THE FIRST THING THE NAZIS DID WAS TAKE AWAY FREEDOMS--DENY MEN THEIR RIGHTS. IF WE WANT TO KEEP THE TORCH OF LIBERTY BURNING, WE MUST BE UNAFRAID OF IDEAS--HOWEVER NOXIOUS. WE HAVE TO BELIEVE THAT PEOPLE ARE WISE ENOUGH--TO MAKE THE RIGHT CHOICES.

AMAZING THAT SUCH A SHY MAN CAN BE SO ELOQUENT WHEN HE WANTS TO.

WHAT? WHO?

OH!

...BERNADETTE ROSENTHAL AT YOUR SERVICE!

CAN I COME IN--OR ARE YOU GOING TO HOLD THAT LITTLE DOOR-SLAMMING TANTRUM OF MINE* AGAINST ME FOREVER?

*SEE LAST ISSUE. -- SALICRUP.

I... UH... FORGOT ALL ABOUT IT, BERNIE.

THAT IS--IF *YOU'VE* FORGOTTEN ABOUT THE STUPID WAY *I* ACTED...

IT WAS MY FAULT, STEVE. REALLY. I MEAN, TELLING YOU THAT I... *LOVE* YOU-- JUST LIKE THAT! I CAN'T BLAME YOU FOR BEING TAKEN BY SURPRISE!

WELL, *I* CAN BLAME ME. YOU SEE, I'M THE KIND OF MAN WHO PRIDES HIMSELF ON *NEVER* BEING TAKEN BY SURPRISE!

SOME MORE COFFEE, JOSHUA?

SURE THING. SAY-- WHAT'S GOING *ON* WITH THOSE TWO, ANYWAY?

DRINK YOUR COFFEE, JOSHUA.

...OOPS! LOOK AT THE TIME! I'M LATE FOR A VERY IMPORTANT APPOINTMENT, BERNIE. IF IT'S ALL RIGHT-- I'D LIKE TO STOP BY YOUR PLACE LATER. JUST TO TALK.

OF *COURSE* IT'S ALL RIGHT, STEVE. BUT--

GOOD. SAY SO LONG TO THE OTHERS FOR ME, WILL YOU? I'VE REALLY GOT TO RUSH...

SLAM

IS THIS WHAT THEY MEAN BY *INSTANT KARMA?*

AND EVEN AS A BEMUSED BERNIE ROSENTHAL REACHES FOR A CHAIR AND A SYMPATHETIC EAR--STEVE ROGERS IS DASHING UP THE STAIRS TO HIS STUDIO APARTMENT...

...TO BE REPLACED, MINUTES LATER, BY THE AWE-INSPIRING FORM OF THE LIVING LEGEND OF WORLD WAR II-- THE STAR-SPANGLED AVENGER MEN CALL--

BIRMINGHAM NEWS

--CAPTAIN AMERICA!

MY GOODBYE HAD ALL THE GRACE OF A DYING ELEPHANT! BUT WHAT ELSE CAN I EXPECT? MY ENTIRE ADULT LIFE HAS BEEN SPENT AS CAPTAIN AMERICA-- WITH PRECIOUS LITTLE TIME LEFT OVER FOR STEVE ROGERS, THE MAN!

IT'S ONLY BEEN THESE PAST FEW MONTHS THAT I'VE TRIED TO BUILD A NORMAL LIFE *FOR* THAT MAN! BUT--WHAT IF I'VE BEEN FOOLING MYSELF?

WHAT IF THE *REAL* REASON I'M UNCERTAIN ABOUT BERNIE IS THAT I KNOW A NORMAL LIFE JUST ISN'T *POSSIBLE* FOR CAPTAIN AMERICA--

--THAT THE PROTECTOR OF THE AMERICAN DREAM MUST ALWAYS BE DENIED ITS SIMPLE PLEASURES...

THESE TROUBLED THOUGHTS ROIL THE SHIELD-SLINGER'S PSYCHE AS HE CONTINUES HIS RIDE THROUGH THE POTHOLED STREETS OF MANHATTAN...

...A RIDE THAT FINALLY TAKES HIM *HERE:* TO THE FABLED 34TH STREET ARENA THAT DESPITE ITS CIRCULAR DESIGN...

...HAS BEEN DUBBED--*MADISON SQUARE GARDEN!*

YAY, CAP!

WE LOVE YA, MAN!

GO RIGHT IN, CAP--WE'VE BEEN WAITING FOR YOU!

AND MIGHT I SAY, SIR, THAT IT'S AN HONOR TO MEET YOU!

THE HONOR'S ALL MINE, SON!

PRESENTLY, INSIDE...

CAPTAIN AMERICA! SECURITY CHIEF HINKLER HERE! --AND I'M PLEASED YOU'RE ON THE BILL TODAY!

NAH--*THAT'S* NOT WHAT I MEANT! WE GOT LOTSA HIGH MUCK-A-MUCKS OUT THERE TODAY! EVEN GOT ONE OF THEM NOBEL PRIZE WINNERS--WHATSISNAME --*KNOPFLER!*

TAKING OUT SOME TIME TO GIVE A MOTORCYCLE EXHIBITION FOR CHARITY WAS SOMETHING I COULDN'T PASS UP, CHIEF!

WHAT WITH ALL THEM OTHER NOBEL GUYS GETTIN' THEMSELVES *KIDNAPPED* LATELY--WE NEED A GUY LIKE YOU AROUND... IN CASE THERE'S TROUBLE, Y'KNOW?

WELL, I'M GLAD TO BE OF SERVICE, CHIEF--ALTHOUGH I SINCERELY DOUBT THAT THERE'LL BE ANY--

--TROUBLE...

CAP'S VOICE TRAILS OFF; HIS EYES WIDEN; A BROAD SMILE SPREADS ACROSS HIS FACE.

HE'S LOVED MOTORCYCLES EVER SINCE HE FIRST **RODE** ONE, IN THE DAWNING DAYS OF WORLD WAR II. TO HIM, THESE GLEAMING MACHINES--IN THE PROPER HANDS--HAVE THE POTENTIAL TO RISE TO A LEVEL OF POWER, OF GRACE, OF SHEER, HEART-STOPPING **BEAUTY**, THAT FEW HAVE EVER REACHED FOR.

NOW, AS HE WATCHES THESE THREE MEN SOAR ACROSS THE GARDEN FLOOR--EXECUTING ASTOUNDING STUNTS THAT DRIVE THE CHEERING CROWD TO ITS FEET--HE KNOWS HE IS SEEING THAT POTENTIAL TAPPED TO ITS FULLEST...

...AND HE IS IMPRESSED!

WHO *ARE* THEY, CHIEF?

THOSE SHOW-OFFS? THEY'RE THAT NEW BUNCHA RACE JOCKIES. CALL THEMSELVES --

--TEAM AMERI-CA!

WELL, WHADDAYA JUST STANDING THERE FOR?

"YOU'RE NOT GONNA LET THREE *KIDS* HOG ALL THE GLORY --ARE YOU?"

IF THE CROWD WAS CHEERING WILDLY **BEFORE**, THE SUDDEN APPEARANCE OF THIS RED, WHITE, AND BLUE-GARBED FIGURE OF LEGEND...

...SENDS THEM TO THE EDGE OF *HYSTERIA!*

GROWN MEN REACT WITH THE OPEN-MOUTHED WONDER OF TWELVE YEAR OLD BOYS...

...AND THIS GROUP OF INTERNATIONAL DIGNITARIES--NOBEL PRIZE WINNER ALFRED KNOPFLER AMONG THEM--IS NO EXCEPTION!

...DIG IT, HONCHO--IT'S REALLY HIM! I FIGURED HE'D BE A NO-SHOW FOR SURE!

I'VE ADMIRED THAT MAN FOR AS LONG AS I CAN REMEMBER, REDDY! I *KNEW* HE'D BE AS GOOD AS HIS WORD!

MEETING HIM WAS THE REASON I DECIDED WE SHOULD **DO** THIS PERFORMANCE.

HEY, *AMIGO* --I'M HERE TO CATCH SOME FREE PUBLICITY FOR THE TEAM, COMPRENDÉ?

YOUR HOTSHOT *GRINGO* CAPTAIN DON'T MEAN NOTHIN' TO--*THE WOLF!*

AFTER VARIOUS EXPENSES HAVE BEEN DEDUCTED, THE CHILDREN'S FUND WILL HAVE MADE SOME THIRTY-FOUR THOUSAND DOLLARS TODAY...

...BUT, AT THE MOMENT, MONETARY GAIN, NO MATTER HOW BENEVOLENT THE CAUSE...

...IS THE **FARTHEST** THING FROM ANYONE'S MIND!

ALL RIGHT, **AMIGO**--SO MAYBE YOUR CAPTAIN IS **ALMOST** AS GOOD AS THE WOLF!

ALMOST? MAN--THAT DUDE'S AS GOOD AS YOU'LL **EVER** BE!

OF COURSE HE IS! THAT'S WHY HE'S --**CAPTAIN AMERICA!**

I HAVE TO ADMIT THAT I ACCEPTED THIS OFFER MORE OUT OF A SENSE OF **DUTY** THAN ANYTHING ELSE! BUT THIS **TEAM AMERICA** HAS FORCED ME TO PUSH MYSELF TO THE LIMIT-- TO DARE TO BE BETTER ON THIS BIKE THAN EVER BEFORE--

--AND THAT'S MADE THIS DAY MORE THAN WORTH THE--

--WHAT IN HEAVEN--?

THE ENTIRE ARENA IS--STARTING TO SHAKE--LIKE WE'RE IN THE GRIP OF AN *EARTHQUAKE!*

AND--UP THERE! GOOD LORD! THERE'S A...*HOLE* OPENING IN THE VERY AIR!

INDEED THERE IS, CAP!

AND FROM THAT HOLE, A SCINTILLANT ENERGY-TUBE SNAKES OUT *ACROSS* THE GARDEN FLOOR, AND, FROM THAT *TUBE*, STRIDES...

...MADNESS!

FOR A MOMENT THE ASSEMBLED THRONG CONTINUES SHOUTING AND CHEERING, THINKING THIS INTERRUPTION TO BE A MOST SPECTACULAR CLIMAX OF THE SHOW!

PING

BLAM

*BUT, WHEN THE LUMBERING, DIM-EYED GIANT REACHES OUT FOR A SHOCKED **ALFRED KNOPFLER**, LIFTING HIM EFFORTLESSLY INTO THE AIR EVEN AS IT SHRUGS OFF A SECURITY GUARD'S BULLETS...*

*...CHEERS BECOME STRIDENT SHRIEKS OF **TERROR!***

I DON'T KNOW WHETHER THAT'S A LIVING BEING OR SOME KIND OF SOPHISTICATED ROBOT--AND AT THE MOMENT IT DOESN'T MATTER!

THERE'S A MAN'S LIFE ON THE LINE HERE--AND I'VE GOT TO DO WHAT I CAN TO *SAVE* HIM--

--EVEN IF I HAVE TO FOLLOW THAT BEAST TO THE BOWELS OF *HADES!*

HEY! WE CAN'T JUST LET HIM TAKE THAT THING ON ALONE! *REDDY?*

I'M WITH YOU, HONCHO! READY, WILLING, AND RARING TO GO! *WOLF?*

YOU TWO ARE *LOCO!*

WE GOT NO BUSINESS GETTIN' INVOLVED IN THIS! WE AIN'T NO SUPER HEROES!

HEY--*AMIGOS!* DIDN'T YOU HEAR WHAT I SAID?

YOU COMIN' WOLF?

AH-- OF *COURSE* I'M COMIN'!

WHAT AM I GONNA DO HERE BY MYSELF?

THEY TAKE THE RAMP AND ARE SWALLOWED UP INTO THE GAPING MAW, LIKE THREE JONAHS RIDING INTO THE BELLY OF THE WHALE.

THEN, THE SEISMIC TREMORS BEGIN AGAIN...

...AND THE TUBE IS SIMPLY...

...GOING...

...GOING...

--GONE!

GOD IN HEAVEN! THEY'RE GONE--AS IF THEY'D NEVER *BEEN* HERE!

BUT WHAT'S "HERE" TO THE ASHEN-FACED SECURITY GUARD, IS NO LONGER "HERE" TO CAP AND HIS THREE YOUNG COMPANIONS...

...AS THE DIN OF THE ARENA FADES--GIVING WAY TO THE EERIE SILENCE OF A SMALL NEW HAMPSHIRE TOWN THAT SEEMS PLUCKED FROM A TIME-LOST ERA OF INNOCENCE...

HOLY--!

HEY, MAN--WHAT HAPPENED? WHERE'S THE GARDEN?

WHERE ARE *WE*?!

THAT TUBE WE ENTERED MUST HAVE BEEN SOME KIND OF--

--TELE-PORTATION DEVICE!

TELEPORTATION? ARE YOU KIDDING?

YOU'RE NOT KIDDING.

LOOK, CAP--WE'RE OUT OF OUR LEAGUE IN A SITUATION LIKE THIS. THIS TYPE OF CRAZINESS IS MORE IN YOUR BALLPARK.

SO WHERE DO WE GO FROM HERE?

WHERE? INTO THE TOWN, OF COURSE. THAT SEEMS TO BE THE ONLY LOGICAL COURSE OF ACTION, DOESN'T IT?

LOGICAL?!

WE JUST CAME LEAPIN' OUT OF THIN AIR--AND YOU'RE TALKING *LOGICAL*?!

BUT ALL QUESTIONS OF LOGIC ARE QUICKLY PUT ASIDE, AS HONCHO NODS --AND **TEAM** AMERICA FOLLOWS **CAPTAIN** AMERICA THROUGH THE DUSTY STREETS UNTIL...

...GUESS THIS PLACE ISN'T AS DESERTED AS IT LOOKS, CAP!

HMMM, SO IT SEEMS, EXCUSE ME, SIR-- BUT COULD YOU--

YES?

I...UH... THAT IS... I...

COME ON, SON-- DON'T JUST STAND THERE!

IF YOU'VE GOT SOMETHING TO SAY --SPIT IT OUT!

CAP! DO YOU... KNOW THIS MAN?

YOU SHOULD *ALL* KNOW ME... UNLESS YOU'RE A BUNCH OF ITINERANT ILLITERATES!

NAME'S SAM CLEMENS-- BUT MY NOM DE PLUME IS TWAIN... *MARK TWAIN!*

WHAT'S THE MATTER, SON? CAN'T GIVE A MAN THE COMMON COURTESY OF A HANDSHAKE?

I'M SORRY, SIR-- BUT I--

AH, SAMUEL! I SEE THAT WE HAVE *VISITORS!*

THAT WE DO, ALBERT-- BUT THEY'RE A BIT ON THE RUDE SIDE!

SAM CLEMENS--AND *ALBERT EINSTEIN?* WHAT ON EARTH HAVE WE STUMBLED ONTO HERE?

COME ON, BOYS--GET THAT SPOOKED LOOK OFF YOUR FACES! WE'RE NOT GHOSTS!

ME 'N' ALBERT ARE JUST WHO WE APPEAR TO BE!

BUT THAT'S PATENTLY IMPOSSIBLE! YOU... UH... SAM CLEMENS HAS BEEN DEAD FOR OVER--

DEAD? FEEL THAT FLESH, SON! IT'S WARM! IT'S HUMAN! IT'S ALIVE!

NOW COME ON OVER TO THE TOWN HALL. I WANT YOU TO MEET THE OTHERS!

CAP PAUSES A MOMENT--WEIGHING HIS OPTIONS--BEFORE GESTURING FOR THE MAN CLAIMING TO BE SAM CLEMENS TO LEAD THE WAY...

I DON'T KNOW WHAT THIS IS ABOUT--OR WHO'S BEHIND IT! BUT I'VE BEEN IN THIS BUSINESS LONG ENOUGH TO KNOW THAT THE ONLY WAY YOU UNRAVEL A MYSTERY IS BY GETTING TO THE HEART OF IT!

VILLAGE OF PONDER

TOWN HALL

AND--WITH LUCK--THAT'S JUST WHERE OUR FRIEND "MR. TWAIN" WILL TAKE US!

HERE WE ARE, BOYS! THIS IS WHERE WE FOLKS WHO LIVE IN THE VILLAGE OF *PONDER* GET TOGETHER TO AIR OUT OUR DUSTY BRAINS!

IF ANYBODY'S GOT A DUSTY BRAIN, IT'S YOUR GRINGO CAPTAIN! HE'S ACTING LIKE THERE'S NOTHIN' WEIRD ABOUT THIS!

AND WHAT WOULD YOU DO, WOLF? START BEATING OUR HOST OVER THE HEAD?

FACE IT, MISTER: THAT'S ONE GUY WHO KNOWS WHAT HE'S DOING!

MR. CLEMENS--JUST WHO IS IT YOU'RE SO ANXIOUS FOR US TO MEET?

OPEN YOUR EYES, SON--

"--AND SEE FOR YOURSELF!"

SEE HE DOES...

...BUT HE SIMPLY CANNOT BELIEVE!

AN AMAZING COLLECTION OF INDIVIDUALS--ARE THEY NOT?

SHAKESPEARE, PLATO, LINCOLN, CONFUCIUS, MACHIAVELLI, SOCRATES, NIETZCHE--TO NAME A FEW!

THE GREATEST MINDS OF HISTORY --ASSEMBLED HERE BY--

--THE MAD THINKER!

THE THINK-ER--?

YOU THREE GET GET BACK-- LEAVE HIM TO ME!

THE MAD THINKER IS AN INCREDIBLY DANGEROUS HO--

PLEASE! MY FORMIDABLE REASONING POWERS PREDICTED YOUR INVOLVEMENT IN THIS AFFAIR DOWN TO THE LAST SECOND!

IF I'D WANTED VIOLENCE --DON'T YOU THINK I'D ALREADY HAVE *SLAIN* YOU?

BULL! I READ ABOUT YOU, PAL -- HOW YOU ALMOST WIPED OUT *THE FANTASTIC FOUR* A FEW TIMES!

SWAT

WELL, R.U. REDDY'S NOT GIVIN' YOU THE CHANCE TO WIPE *US* OUT--

SON-- NO!

KRASH

--TOO...?!

IT LOOKS LIKE WE'VE LITTLE CHOICE NOW BUT TO TRY AND TAKE THIS ... THING OUT!

NOW YOU'RE TALKIN' MY LANGUAGE, AMIGO!

YOU HOT-HEADED FOOLS! YOU DON'T KNOW WHAT YOU'RE DOING!

THE MAD THINKER'S CREATIONS ARE THE MOST ADVANCED ANDROIDS IN THE WORLD!

THAT CREATURE COULD BREAK YOU IN HALF WITHOUT WORKING UP A SWEAT!

NOW HE TELLS US!

SO MUCH FOR TEAM AMER-ICA-- EH, AMIGO?

NOT QUITE!

SLAM

CARAMBA!

HOWEVER WELL-BUILT -- HOWEVER POWERFUL--

--A MACHINE IS STILL A MACHINE!

AND GIVEN THE TIME--THE SKILLS --AND THE SPIRIT--

--*ANY* MAN CAN STAND UP TO *ANY* MACHINE--

SCRUNCH

--AND *CONQUER* IT!

EXCELLENT! YOU DISPATCHED MY SERVANT IN PRECISELY 17.26 SECONDS--AS I KNEW YOU WOULD!

AH, BUT THESE YOUNG FRIENDS OF YOURS ARE ... TROUBLE-SOME!

BUT I AM NOTHING IF NOT PREPARED! HAVING CALCULATED JUST WHEN AND WHERE ALL THREE OF THEM WOULD MEET DEFEAT--I CAN NOW WATCH WITH GLEE--

A TRAP DOOR--!

--AS THEY FALL INTO MY WAITING ARMS!

ALL RIGHT, MANIAC--I'VE HAD ENOUGH OF YOU! TELL ME WHAT THIS IS ABOUT OR--

--OR NOTHING!

IF YOU DO NOT WANT THIS ... TEAM AMERICA TO MEET WITH AN UNTIMELY DEMISE, I SUGGEST YOU REMOVE YOUR HAND AND... *JOIN* ME FOR A CHAT AT THE MAIN HOUSE.

SLOWLY, THE GLOVED HAND IS REMOVED...

... AND, PRESENTLY...

THINKER--THIS TOWN OF YOURS LOOKS LIKE A PERFECT PIECE OF AMERICANA FROM THE TURN OF THE CENTURY! BUT CAREFUL INSPECTION SEEMS TO INDICATE THAT IT'S--

--QUITE NEW, CAPTAIN? INDEED! THE VILLAGE OF PONDER WAS BUILT BY MY ANDROIDS ONLY *MONTHS* AGO! I COMMEND YOUR KEEN EYE!

BUT WHY, THINKER --WHAT'S YOUR GAME?

FOR ONCE, CAPTAIN--THERE IS *NO* GAME!

THE THINKER LETS THAT PUZZLING STATEMENT HANG IN THE AIR, UNANSWERED, UNTIL THE STRANGE COMPANY ENTERS THE GLOOMY HOUSE ON TOWN'S EDGE...

LOOK AROUND, CAPTAIN -- AND SEE THE FORCES THAT GUIDE MY LIFE! *BOOKS!* BOOKS, BOOKS, AND *MORE* BOOKS!

LEARNING IS MY GOD, CAPTAIN -- KNOWLEDGE IS THE ALTAR THAT I WORSHIP AT!

MY LIFE OF CRIME *WAS* A GAME! A GAME PLAYED TO GIVE A BRILLIANT MIND DIVERSION! TO PROVIDE THE CHALLENGES I COULD FIND NO-WHERE ELSE!

BUT I'M ... OLDER NOW, SUCH GAMES MEAN LITTLE. THEY LEAVE ME EMPTY, ADRIFT.

THAT IS WHY I BUILT MY TOWN OF PONDER -- PEOPLED IT WITH ANDROID REPLICAS OF HISTORY'S GREAT THINKERS! REPLICAS SO PERFECT THAT THEY ARE NEARLY HUMAN!

JUST THINK OF IT! I CAN SPEND HOURS IN DEBATE WITH SOCRATES! DAYS ON END SHARING THOUGHTS WITH WILLIAM SHAKESPEARE!

IF THAT'S THE CASE, THINKER -- THEN WHY HAVE YOU BEEN KIDNAPPING THOSE NOBEL PRIZE WINNERS?

MY, MY -- DIRECT, AREN'T WE? BUT, OF COURSE, YOU ARE CORRECT! I *HAVE* BEEN KIDNAPPING THESE MEN -- AND FOR GOOD REASON!

THIS WAY, PLEASE...

YOU SEE, CAPTAIN -- ULTIMATELY, I CANNOT IMBUE MY CREATIONS WITH *INDEPENDENT THOUGHT.* I CAN ONLY APPROXIMATE THE KNOWLEDGE MY "MEN" HAD IN LIFE BY USING MY COMPUTERS TO PROGRAM IN THE VARIOUS BOOKS WRITTEN BY AND ABOUT THEM!

THUS, SOCRATES CAN ENTERTAIN AND STIMULATE ME -- BUT HE CAN NEVER PUSH ME BEYOND THE MENTAL REALMS I HAVE ALREADY EXPLORED! THAT IS WHY I BEGAN... *SEEKING OUT* LIVING MEN OF GENIUS -- TRANSFERRING THEIR CONSCIOUSNESS INTO IMMORTAL ANDROID SHELLS!

NOW I WILL HAVE *TRULY* BRILLIANT COMPANIONS -- UNDER MY DIRECT CONTROL -- TO TRAVEL THE REALM OF IDEAS WITH! COMPANIONS WHOSE VIBRANT MINDS WILL JOIN MINE IN VAULTING NEW WALLS OF KNOWLEDGE!

GOOD LORD! THAT'S KNOPFLER! AND, BESIDE HIM... AN ANDROID REPLICA!

THINKER -- YOU *ARE* MAD!

YOU CAN'T TREAT LIVING BEINGS IN THE SAME CALLOUS MANNER YOU TREAT YOUR MACHINES!

HAVE YOU BEEN SURROUNDED BY THE UNLIVING FOR SO LONG THAT YOUR HEART HAS GONE --

WZANG

--COLD?!

ELOQUENTLY PUT, CAPTAIN -- BUT YOUR WORDS ARE AS USELESS AS THAT ANTICIPATED SHIELD-THROW IS AGAINST MY FORCE-FIELD!

AND NOW, IT IS PRECISELY THREE MINUTES PAST THREE -- TIME FOR MY NEUTRO-ENERGAIC CAGE TO DROP DOWN UPON THE EXACT SPOT ON WHICH YOU STAND!

I'M IM-PRESSED, THINKER -- BUT YOU DON'T GET ME *THAT* EASILY!

OH, DON'T I? I CALCULATED THAT STUNNING DODGE, AS WELL! AND IT HAS TAKEN YOU TO THE VERY POINT WHERE I'VE WANTED YOU *ALL ALONG!*

WHAT? MANACLES -- SNAPPING OUT OF THE WALL -- GRABBING MY WRISTS!

ALL PART OF THE PLAN -- WORKED OUT TO THE LAST, MINUTE DETAIL! INCLUDING THE DETAIL NOW BEING REVEALED *BESIDE* YOU!

AN ANDROID DUPLICATE -- OF *ME*?!

"YES! DO YOU THINK YOU WERE LURED HERE BY *ACCIDENT?*

"YOU ARE A MAN OF GREAT IDEAS AND IDEALS, CAPTAIN--THINK OF THE DAYS *WE* COULD SPEND, DISCUSSING THE CONCEPTS OF FREEDOM AND DEMOCRACY!"

PUTTING ME IN AN ANDROID BODY WON'T MAKE ME YOUR PUPPET, THINKER! ANY MORE THAN *TALKING* ABOUT FREEDOM AND DEMOCRACY WILL MAKE ONE OF *YOUR* ILK UNDERSTAND IT!

AN INTERESTING POINT, CAPTAIN--AND ONE WE WILL BE CERTAIN TO MULL OVER--ONCE YOUR MIND IS IN THAT BODY AND YOUR WILL TO RESIST HAS BEEN *DRAINED OUT* IN THE TRANSFER!

DRAIN MY WILL, THINKER--AND YOU WON'T *HAVE* CAPTAIN AMERICA IN YOUR POWER! YOU'LL HAVE A *SOULLESS* COPY! A FAINT SHADOW OF A MAN!

THINKER--DON'T YOU REALIZE THAT INTELLECT WITHOUT THE *SPARK* OF THE *SPIRIT* IS NOTHING BUT--

WHOOOM

WHAT WAS THAT?!

S-SOME KIND OF EXPLOSION--IN THE UNDERGROUND CAVERN WHERE I'M HOLDING YOUR TEAM AMERICA FRIENDS PRISONER!

AND--THERE'S A FIGURE COMING THROUGH THE BILLOWING SMOKE!

BUT THIS IS IMPOSSIBLE! I'VE COMPUTED EVERY RANDOM ELEMENT! EVERY STRAY COURSE OF ACTION!

"THEN WHO CAN THAT BLACK-CLAD BIKER BE?

"WHO?

"WHO?!"

HE IS THE SILENT, SPECTRAL FIGURE CALLED...

...THE MARAUDER!

THAT'S WHO!

IN A HAIL OF GLASS HE IS PAST THE FRANTIC ANDROIDS WHO SEEK TO PROTECT THEIR MASTER AT ANY COST...

...AND, LIKE A LIVING SHADOW, HE LEAPS FROM THE SEAT OF THE ROARING CHOPPER...

...INSTANTS BEFORE IT CAREENS INTO THE CENTRAL BANK OF THE MAD THINKER'S INTRICATE COMPUTER SYSTEM...

ZAKT

...SHORTING IT OUT...

...AND SETTING A CERTAIN FIERY-EYED SENTINEL OF LIBERTY--FREE!

I DON'T KNOW WHO MY MYSTERIOUS BENEFACTOR IS -- BUT I OWE HIM A WORLD OF DEBT!

"AND, CONSIDERING THOSE 'GREAT MEN' ARE ABOUT TO TEAR HIM LIMB FROM LIMB--"

--IT'S A DEBT I'D BETTER START REPAYING RIGHT--

SWAK

SLANG

--NOW?!

WHAT IN--? HE'S... GONE!

BUT THE WILD SHOUTS ERUPTING SUDDENLY BEHIND THE LIVING LEGEND...

...ARE PROOF POSITIVE THAT HE IS FAR FROM ALONE!

IT'S... TEAM AMERICA! THE MAN-IN-BLACK MUST HAVE SET THEM LOOSE OF THE THINKER'S TRAP!

AND THEY'RE DOING A DARN GOOD JOB OF HOLDING OFF THOSE BLOOD-CRAZED MACHINES!

NO, YOU FOOLS -- WHAT ARE YOU DOING? YOU'RE DESTROYING MY ONLY FRIENDS! YOU'RE DESTROYING THE DREAM I WORKED SO HARD TO CREATE!

NO, THINKER -- *WE'RE* NOT DESTROYING IT! *YOU* ARE!

YOU AND YOUR COLD, CALCULATING, PASSIONLESS WAYS!

AND THEN...

...IT'S OVER...

I ONLY WANTED... FRIENDS...

...JUST SOME FRIENDS... TO PASS THE TIME WITH...

OH... WHAT HAVE I DONE...?

YOU'VE TAKEN THE PRECIOUSNESS OF THE *IDEA*, THINKER -- AND TWISTED IT. YOU'VE *KILLED* THE VERY THING YOU WORSHIP...

I'LL TELL YA, MAN -- YOU SURE KNOW HOW TO TURN A PHRASE!

YOU ALSO KNOW HOW TO HELP YOUR FRIENDS.

I DON'T KNOW HOW YOU FREED US FROM THE THINKER'S TRAP -- BUT *THANKS!*

I'M AFRAID I CAN'T TAKE CREDIT FOR THAT, SON. YOU SEE THERE WAS THIS BIKER-IN-BLACK WHO--

--WHO--

--OH, FORGET IT! IT'S HARD ENOUGH FOR *ME* TO BELIEVE!

SOME TIME LATER, AFTER A S.H.I.E.L.D.* MOP-UP SQUAD HAS MADE THE SCENE...

WELL--WE'VE IMPOUNDED THAT LOON'S ANDROIDS AND OUR SCIENCE BOYS ARE WORKIN' ON THOSE NOBEL GUYS!

SHOULD HAVE 'EM BACK TO NORMAL IN A COUPLE OF DAYS!

BUT TELL ME SOMETHIN', WING-HEAD-- HOW IN BLAZES DO YOU GET YOURSELF *INTA* THESE SCRAPES?

YOU SHOULD HAVE ASKED ME THAT QUESTION FORTY *YEARS* AGO, FURY...

*SUPREME HEADQUARTERS/INTERNATIONAL ESPIONAGE/LAW-ENFORCEMENT DIVISION. -- SECRET AGENT SALICRUP.

HEY, LOOKS LIKE YER BIKIN' BUDDIES ARE TAKIN' OFF!

NOW YOU THREE TAKE CARE OF YOURSELVES --UNDER-STAND?

GOTCHA, CAP!

YOU BETTER WATCH *YOUR-SELF, AMIGO!* NEXT TIME YOU WON'T HAVE *TEAM AMERICA* TO PULL YOUR FAT OUTTA THE FIRE!

C'MON, GUYS--LET'S GET THESE HOGS MOVIN'!

I'D BETTER GET THIS... HOG ON THE ROAD, TOO, NICK!

THIS HAS BEEN A STRANGE DAY FROM THE VERY START--

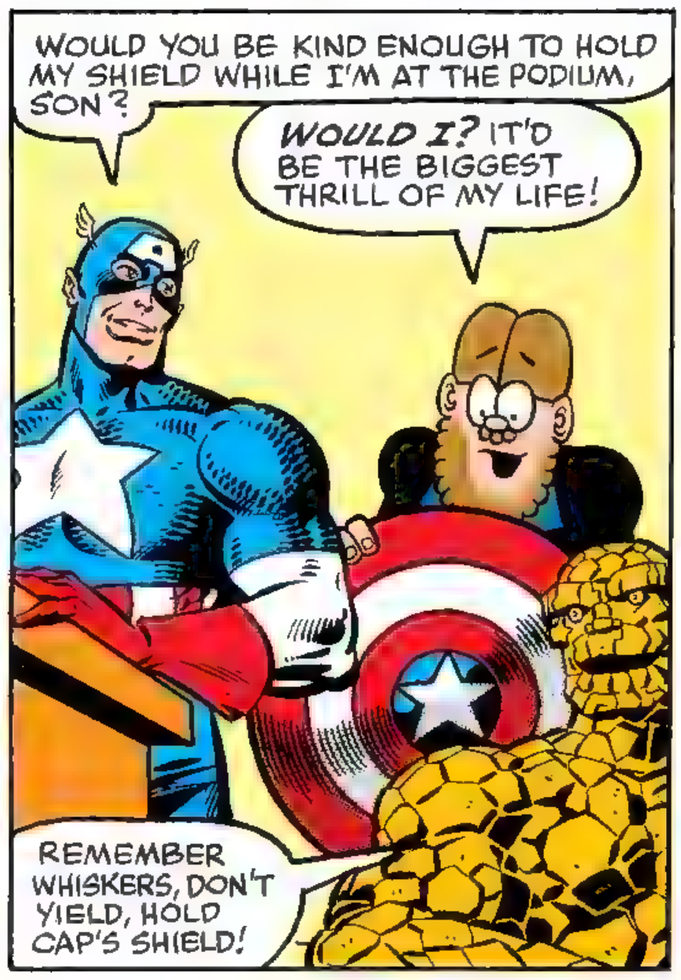
--AND I'VE GOT A LOT TO... *THINK* ABOUT--

--ON THE LONG RIDE HOME...

WANT TO SEE MORE OF **TEAM AMERICA** AND THE MYSTERIOUS **MARAUDER?** THEN CHECK OUT THE FABULOUS 1ST ISSUE OF THEIR OWN MAGNIFICENT MARVEL MAG--ON SALE FEBRUARY 3rd!

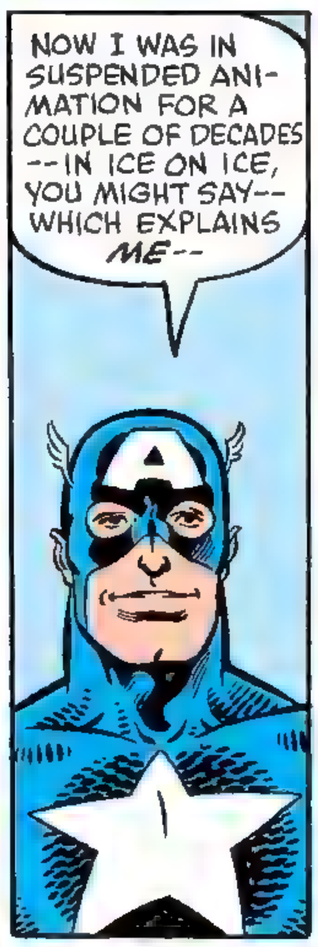
In *Fantastic Four Roast* #1 (May 1982), Mike Zeck & John Beatty joined Fred Hembeck for this Captain America page roasting the FF on their 20th anniversary.

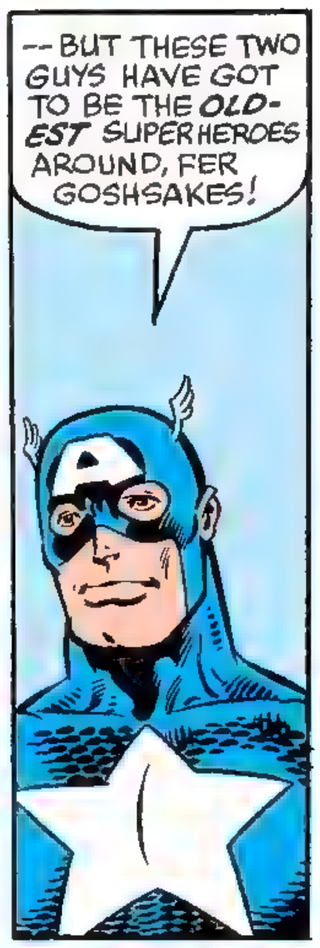
--CAPTAIN AMERICA!
THIS IS FOR THE BIRDS... AND THE FALCON SHOULD KNOW!
UH...BUT BEFORE I GET STARTED, I'D BETTER RUN!
NO WONDER THEY CALL HIM THE WHIZZER...


WOULD YOU BE KIND ENOUGH TO HOLD MY SHIELD WHILE I'M AT THE PODIUM, SON?
WOULD I? IT'D BE THE BIGGEST THRILL OF MY LIFE!
REMEMBER WHISKERS, DON'T YIELD, HOLD CAP'S SHIELD!

FREEDOM-LOVING MEN FROM ALL OVER THIS GREAT LAND OF OURS STEPPED FORWARD IN OUR HOUR OF NEED. I MYSELF WAS TRANSFORMED FROM A SCRAWNY 4-F INTO AMERICA'S SUPER-SOLDIER.

AND WHO CAN FORGET SGT. FURY AND HIS HOWLING COMMANDOS DUM DUM, PINKY, IZZY, GABE, ERIC AND REB?
SOME OF YOU MAY ALSO RECALL CAPTAIN SAVAGE AND HIS LEATHERNECK RAIDERS.
I MYSELF ONLY VAGUELY REMEMBER COMBAT KELLY AND HIS DEADLY DOZEN, HOWEVER...
SNIFF

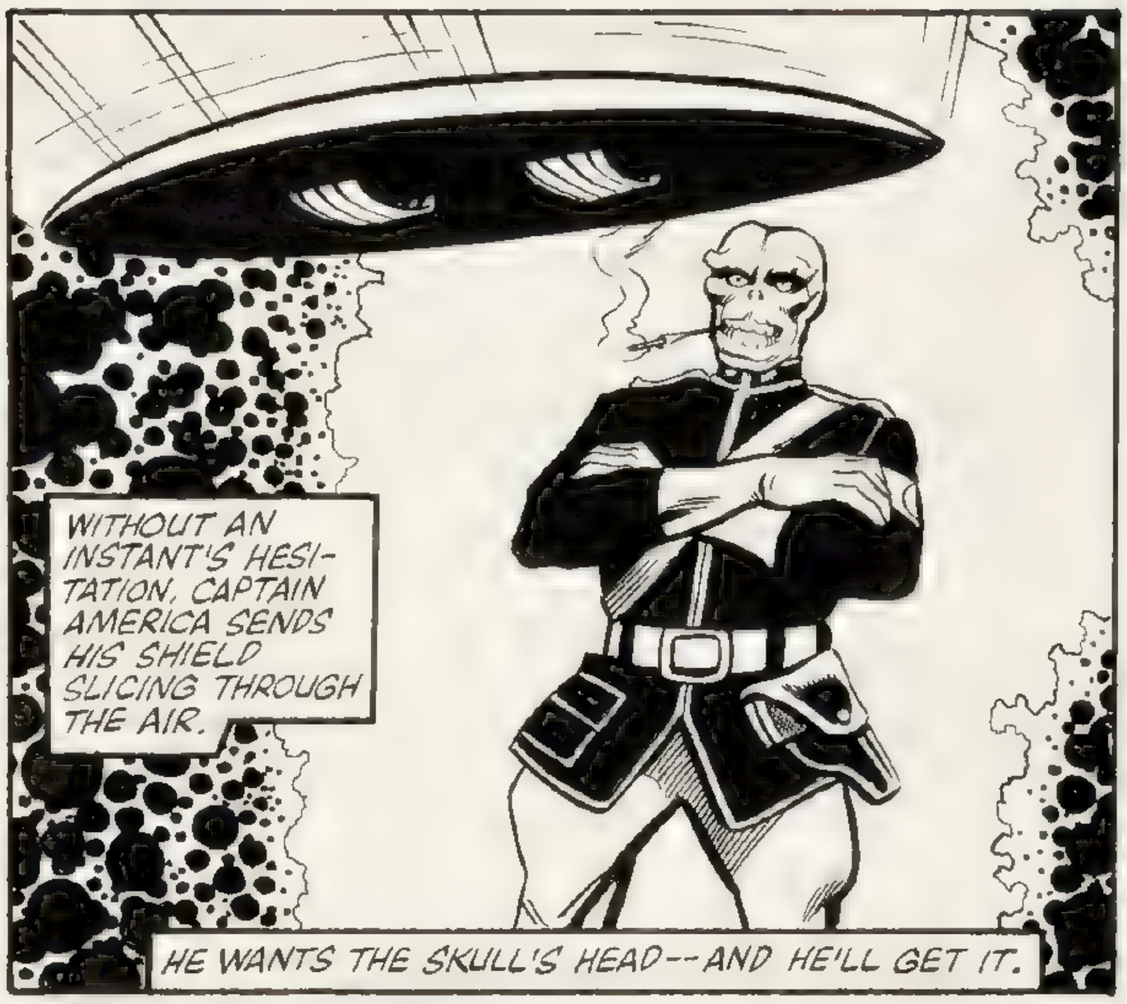




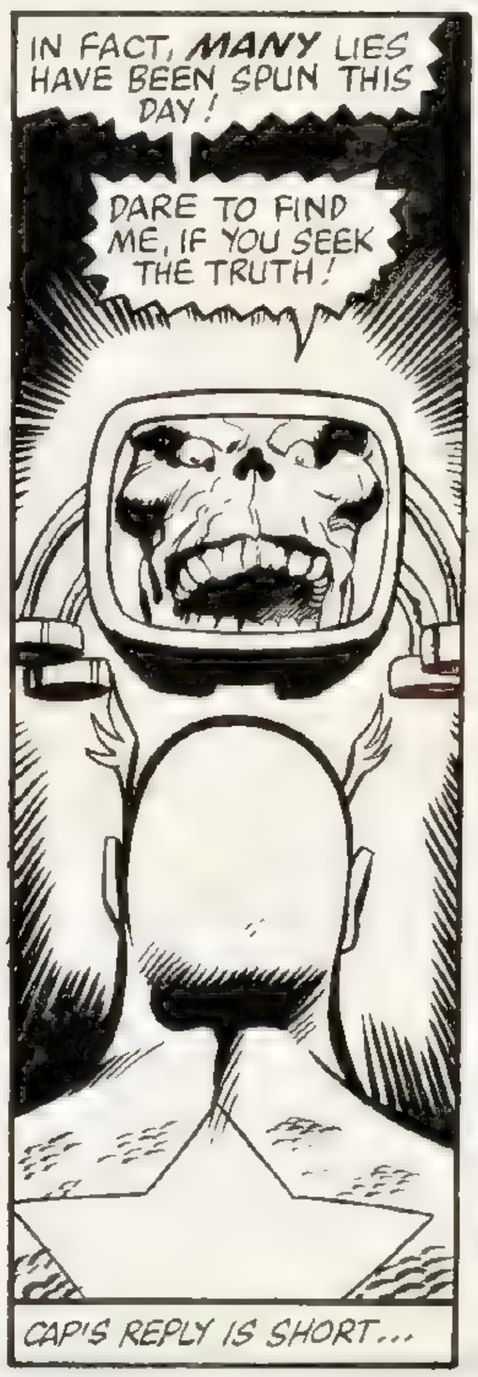
NOBODY'D BE ABLE TO GUESS YOUR AGE, BEN. NOBODY'D WANT TO...
IT'S MY ROCK HARD SKIN, CAP. JUST KEEP THE PIGEONS AWAY, DUST ME OCCASIONALLY, AND I'M HAPPY.
I'LL BET YOU ARE.

--THAT, PLUS THE FACT THAT I REGULARLY DUNK MY HEAD IN PALMOLIVE DISHWASHING DETERGENT!
WHERE'S MADGE WHEN YOU NEED HER?
REED, I THINK WE ALL BETTER LEAVE THE JOKES TO THE OTHERS...

Captain America #263, page 8 original art
by Mike Zeck & Frank McLaughlin's Quickdraw Studios


WITHOUT AN INSTANT'S HESITATION, CAPTAIN AMERICA SENDS HIS SHIELD SLICING THROUGH THE AIR.
HE WANTS THE SKULL'S HEAD--AND HE'LL GET IT.

EISEL! DO YOU THINK I WOULD BE STUPID ENOUGH TO LEAVE MYSELF OPEN TO GROSS VIOLATION OF THE BODY?
THIS RED SKULL WAS AS MUCH A LIE AS TEACHER WAS!



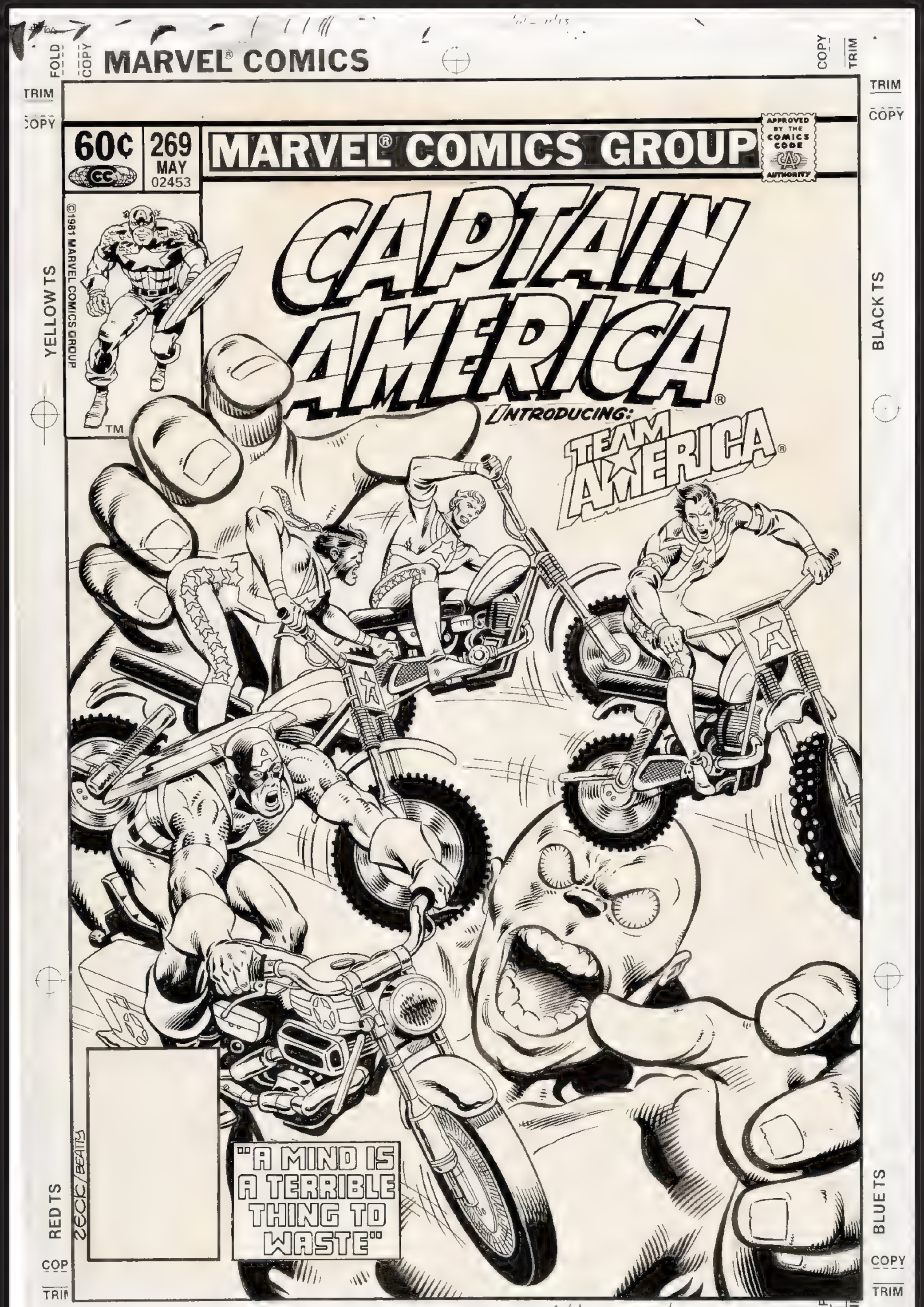
Courtesy HeritageAuctions.com

Captain America #264, page 19 original art
by Mike Zeck & Frank McLaughlin's Quickdraw Studios

CAPTAIN AMERICA
264
26
MY VISION, CAPTAIN! MY VISION!
AND IT IS A VISION THAT NO LONGER INCLUDES...
...YOU!
AND JUST HOW DO YOU INTEND TO GET RID OF ME, HARDY?
ARE YOU GOING TO WAVE YOUR MAGIC WAND AND MAKE ME--
--DISAPPEAR...?! GOOD LORD! MY BODY!
IT'S... FADING!
TO THE LIVING LEGEND'S CREDIT, HIS AIM IS SURE, DESPITE HIS INCALCULABLE SHOCK.
BUT, ADEPTLY HURLED OR NOT, CAP'S SHIELD PROVES TO BE AS MUCH A PHANTOM AS HE IS... AND SO DOES NO DAMAGE TO HARDY'S MACHINE.
DON'T YOU SEE, CAPTAIN! I AM RESTRUCTURING YOU OUT OF MY REALITY! IN MOMENTS, YOU WILL CEASE TO EXIST!
SHOCKED, DESPERATE, DETERMINED, CAPTAIN AMERICA LURCHES ACROSS THE ROOM ON NIGH-INVISIBLE LEGS --EVEN AS THE AUGMENTER BEGINS TO GLOW, RED-HOT, ITS ENGINES ROARING LIKE SOME GREAT DYING BEAST.
AROUND HIM, OBJECTS BEGIN TO SHIMMER, LOSE SUBSTANCE, WINK OUT...

Courtesy HeritageAuctions.com

Captain America #269 cover original art
by Mike Zeck & John Beatty



Courtesy HeritageAuctions.com

Captain America #269, page 8 original art
by Mike Zeck & John Beatty

AFTER VARIOUS EXPENSES HAVE BEEN DEDUCTED, THE CHILDREN'S FUND WILL HAVE MADE SOME THIRTY-FOUR THOUSAND DOLLARS TODAY...

...BUT, AT THE MOMENT, MONETARY GAIN, NO MATTER HOW BENEVOLENT THE CAUSE...

...IS THE **FARTHEST** THING FROM ANYONE'S MIND!

ALL RIGHT, *AMIGO*--SO MAYBE YOUR CAPTAIN IS *ALMOST* AS GOOD AS THE WOLF!

ALMOST? MAN--THAT DUDE'S AS GOOD AS YOU'LL *EVER* BE!

OF COURSE HE IS! THAT'S WHY HE'S --CAPTAIN AMERICA!

I HAVE TO ADMIT THAT I ACCEPTED THIS OFFER MORE OUT OF A SENSE OF *DUTY* THAN ANYTHING ELSE! BUT THIS *TEAM AMERICA* HAS FORCED ME TO PUSH MYSELF TO THE LIMIT-- TO DARE TO BE BETTER ON THIS BIKE THAN EVER BEFORE--

--AND THAT'S MADE THIS DAY MORE THAN WORTH THE--

Bob Sikoryak

Rubinstein '19

Courtesy HeritageAuctions.com

Captain America #269, page 14 original art
by Mike Zeck & John Beatty

CAPTAIN AMER" 269 18

"--AND SEE FOR YOURSELF!"

SEE HE DOES...

...BUT HE SIMPLY CANNOT BELIEVE!

AN AMAZING COLLECTION OF INDIVIDUALS--ARE THEY NOT?

SHAKESPEARE, PLATO, LINCOLN, CONFUCIUS, MACHIAVELLI, SOCRATES, NIETZCHE--TO NAME A FEW!

THE GREATEST MINDS OF HISTORY --ASSEMBLED HERE BY--

--THE MAD THINKER!

THE THINK--ER--?

YOU THREE GET BACK-- GET BACK-- LEAVE HIM TO ME!

THE MAD THINKER IS AN INCREDIBLY DANGEROUS HO--

PLEASE! MY FORMIDABLE REASONING POWERS PREDICTED YOUR INVOLVEMENT IN THIS AFFAIR DOWN TO THE LAST SECOND!

IF I'D WANTED VIOLENCE --DON'T YOU THINK I'D ALREADY HAVE *SLAIN* YOU?

BULL! I READ ABOUT YOU, PAL -- HOW YOU ALMOST WIPED OUT *THE FANTASTIC FOUR* A FEW TIMES!

SON-- NO!

SWAT

WELL, R.U. REDDY'S NOT GIVIN' YOU THE CHANCE TO WIPE *US* OUT--

KRASH

--TOO...?!

Courtesy HeritageAuctions.com

Captain America Annual #5, page 9 original art
by Gene Colan & Dave Simons

WHY...THAT'S CAPTAIN AMERICA! BUT WHAT IS *HE* DOING THERE?

LT 2

MRRWP?

WHAT HE'S DOING--BY MANEUVERING HIS SUPER-STRONG ALLOY SHIELD BETWEEN HIMSELF AND A FLOORFUL OF NEEDLE-SHARP KNIVES--IS SAVING HIS LIFE!

CHAK

SPANGK

BARELY!

AND, IN THE AFTERMATH OF THAT SAVE...

GAMBLE'S NOT TALKING, CAP.

HE DOESN'T HAVE TO, LIEUTENANT.

THAT TRAP, ALONG WITH THE CAMERAS WE FOUND IN THE SHAFT AND HALL-WAY, TELL ME EVERYTHING I NEED TO KNOW--MAINLY, THAT THIS INCIDENT WAS SOMETHING MORE *SINISTER* THAN AN AT-TEMPTED GANGLAND EXECUTION!

AND THAT INCIDENT IS NOT YET OVER, AS...

DON'T APOLOGIZE, HANSON. THE GAMBLE PROJECT MAY HAVE FAILED, BUT IT HAS SPARKED SOME-THING OF AN INSPIRATION. TELL ME, DO I STILL OWN ANY BANKS IN MANHATTAN?

WHY, YES, SIR. SEVERAL.

GOOD. THEN I BELIEVE IT'S ABOUT TIME THAT ONE OF THEM...GOT *ROBBED!*

Courtesy HeritageAuctions.com

Captain America Annual #5, page 24 original art
by Gene Colan & Dave Simons

ANNUAL
CAPTAIN AMERICA
5
24

I AM *SAMSON SCYTHE*, AND I DO HOPE YOU APPRECIATE THE EFFORT I'VE MADE TO BRING ABOUT THIS MEETING. I RARELY LEAVE HOME AT ALL THESE DAYS--

--BUT I FELT IT VITAL THAT I SPEAK WITH YOU PERSONALLY. IN FACT, THAT ENTIRE BANK ROBBERY WAS SIMPLY A RUSE MEANT TO LURE YOU HERE.

YOU SEE, YOU'VE BEEN MEDDLING IN MY AFFAIRS LATELY--MOST RECENTLY IN THE SEAN GAMBLE PROJECT--AND I'D LIKE YOU TO STOP.

YOU'LL HAVE TO FORGIVE MY IMPERTINENCE, MISTER, BUT I *ALWAYS* MEDDLE IN LITTLE THINGS LIKE MURDER!

"MURDER"? I'M AFRAID HE DOESN'T UNDERSTAND AT ALL, FUR-PERSON.

CAPTAIN, THE PEOPLE I KILL ARE CRIMINALS. THEY DESERVE TO D.E. IN A WAY, MY TARGETS ARE THE SAME AS YOUR OWN.

PDRRP

MAYBE SO, SCYTHE, BUT THAT'S WHERE THE SIMILARITIES END. BECAUSE *I* GO BY THE LAW! I OBEY IT, I FOLLOW IT, I UPHOLD IT!

AND THE LAW SAYS THAT *EVERYONE* HAS A RIGHT TO LIVE!

HOW IRONIC THAT YOU SHOULD CHOOSE THAT TERMINOLOGY, CAPTAIN, BECAUSE *LIVING* IS PRECISELY WHAT THIS IS ALL ABOUT! BUT PERHAPS THAT WILL BECOME MORE CLEAR... ONCE YOU KNOW HOW IT ALL *BEGAN*!

"I WAS BORN, THREE AND A HALF DECADES AGO, WITH THE PROVERBIAL SILVER SPOON IN MY MOUTH. MY PARENTS WERE RICH; THEY HAD EVERYTHING. AND THEY SAW TO IT THAT I, IN MY GROWING YEARS, HAD THE SAME.

Courtesy HeritageAuctions.com

BIOGRAPHIES

J.M. DEMATTEIS

J.M. DeMatteis was destined to lead a creative life. After logging time as a professional musician, rock critic, illustrator and writer, it was comics that became his lifetime pursuit. A Brooklyn native born in 1953, DeMatteis took to drawing at a young age, honing his skills well enough that he was invited to attend the School of Visual Arts in Manhattan. By this time, however, the young man was more interested in writing, and as many aspiring writers of the 1970s did, he broke into comics writing for DC's anthology titles *Weird War Tales* and *House of Mystery*. His early successes included "I...Vampire" and "The Creature Commandos" in the horror anthologies, and credits writing Batman stories in *Detective Comics* and *Brave and the Bold*. This success coincided with a disenchantment with the rock-and-roll world after DeMatteis' negative review of the Grateful Dead's *Go to Heaven* in *Rolling Stone* brought an undue reaction from Deadheads.

By 1982, DeMatteis had shifted from DC to Marvel, where he blossomed writing the ongoing series *Captain America*, *Marvel Team-Up* and *The Defenders*, which enjoyed a quirky and critically acclaimed run during his tenure. Other highlights of the decade included a run on *Conan the Barbarian*, a four-issue *Prince Namor* miniseries and a pair of breakthrough Epic miniseries: *Moonshadow* and *Blood: A Tale*. Capping off his '80s work for Marvel was "Kraven's Last Hunt," a six-part storyline that is hailed by many as the greatest Spider-Man story of all time. Work at DC has included award-winning work on the madcap *Justice League International* and its many spin-offs, *Mister Miracle*, *The Spectre* and multiple projects in the early years of DC's Vertigo imprint, including the autobiographical *Brooklyn Dreams*. For Marvel, DeMatteis has written *The Spectacular Spider-Man*, *The Amazing Spider-Man* and contributed to Spider-Man's "Clone Saga." At CrossGen, he co-created *Abadazad* with Mike Ploog. DeMatteis has also written extensively for TV and animated series and penned children's books and fantasy novels. Currently he is writing *Scooby Apocalypse* for DC's Hanna-Barbera imprint with his longtime writing mate, Keith Giffen.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor-in-chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

GENE COLAN

Gene "The Dean" Colan spent his life as a comics artist perfecting a unique style that relied on realistic figure drawing and moody shadows. At a time when the norm lent itself to more abstract cartooning, Colan helped broaden the aesthetic range of what comics could look like.

Born in Brooklyn in 1926, Colan always had an interest in drawing, and he took up studies at the Art Students League of New York. Colan served his country during World War II in the Philippines, and though this delayed his art career, it eventually paid off with a solid acumen at drawing realistic scenes of warfare for DC Comics (*Our Army at War*, *All-American Men at War*) and the Atlas/Marvel titles (*Battle*, *Marines in Battle*, *Navy Combat*). Over the next 15 years, Colan would continue to work on war, romance, horror and sci-fi comics, as well as licensed titles like *Hopalong Cassidy*.

But when the super-hero genre broke wide open again in the '60s, Colan was ready to take it on with gusto. Under the pseudonym Adam Austin, he first drew Marvel Comics super heroes, including Namor, the Sub-Mariner in *Tales to Astonish* and Iron Man in *Tales of Suspense*. Colan then moved on to a celebrated run on *Doctor Strange* with Roy Thomas, and a stint on *Captain America*, but the Marvel character he is most often associated with is Daredevil. Colan's *Daredevil* pages were steeped in fluid, athletic grace for nearly every issue across an 80-issue run leading to #100. He also drew a handful of issues right before Frank Miller would come on board, Miller's *Daredevil* naturally owing a great debt to the already established visual precepts of the Colan era.

During the rest of the '70s, Colan displayed the diversity of his talents drawing the satirical *Howard the Duck* and the horror series *Tomb of Dracula*. The latter was drenched in the mysterious and shadowy style that Colan had evolved over the years, which reached its zenith in the service of Marvel's version of Count Dracula. He drew the entire 70-issue run.

Colan worked steadily into the '80s, once again drawing *Doctor Strange* for Marvel and also doing work for DC, including *Night Force*, *Silver Blade* and an extended run drawing Batman. In 2005, Colan was ushered into the Will Eisner Hall of Fame, earning well-deserved acclaim for his life's work. In 2009, Colan returned to the pages of *Captain America* to draw a World War II-based epic that would win the 2010 Eisner Award for Best Single Issue. It would prove to be his last major work in comics, as he passed away in 2011 at the age of 84.

DAVID ANTHONY KRAFT

David Anthony Kraft has made his mark in comics as a writer, editor, publisher and industry journalist. He broke into comics at the age of 18, and by 1974 had launched his own science fiction/fantasy publishing company, Fictioneer, and made inroads as a rock music critic.

Kraft's tenure at Marvel also began in 1974; his early years were spent as an associate editor working with Don McGregor and Roy Thomas on the company's color comics and later the black-and-white magazines, including *The Deadly Hands of Kung Fu* and *Rampaging Hulk*. Meanwhile, he scored writing credits with stories in *Tales of the Zombie* and *Haunt of Horror*. He also wrote a pair of stories in *Giant-Size Dracula* and notched a five-issue run writing Man-Wolf in *Creatures on the Loose*. At Atlas/Seaboard Comics, he worked as an assistant editor and writer before starting to write for DC in 1976 with work on *Secret Society of Super-Villains*, *Blackhawk* and *Kamandi*. By the following year, Kraft was back at Marvel and fully entrenched for a six-year run. On top of editing the Marvel fan magazine *F.O.O.M.*, Kraft took over writing duties on *Logan's Run* and *The Defenders*, where he would start a 24-issue run as writer. Kraft also got to wield his passion for rock music on a pair of stories in the tabloid-sized *Marvel Comics Super Special* magazine—a Beatles biography and an adaptation of the Bee Gees film *Sgt. Pepper's Lonely Hearts Club Band*—both also drawn by frequent art collaborator George Pérez.

In 1980, Kraft took the reins of *Savage She-Hulk* after its first Stan Lee-scripted issue and would write the series to its finale two years later. Kraft wound up his 1980s tenure with Marvel writing *Captain America* and *Marvel Two-In-One*, an adaptation of *The Dark Crystal* and various children's titles for Marvel Books. After a 13-issue stint writing *World's Finest Comics* for DC, Kraft focused primarily on his own publishing pursuits, most prominently *Comics Interview* magazine, a long-running and popular insider account of the comic book industry, as well as a line of comics that included the first work by Brian Stelfreeze and other talents. Kraft also worked as a story editor for TV, including credits on *G.I. Joe Extreme* and *Street Fighter*. Some of his final credits before passing away in 2021 included writing for a revitalized *Tales from the Crypt* and editing, co-writing and laying out the graphic novel *Yi Soon Shin*.

DAVID MICHELINIE

In 1974, David Michelinie moved to New York City determined to get his break in comics. DC editor Michael Fleisher recognized Michelinie's talents and took him under his wing, giving the young writer assignments in DC's horror anthologies. By the end of the year, Michelinie had landed his first regular gig, writing the Unknown Soldier in *Star Spangled War Stories*. He would hold down that series for the better part of two years, racking up additional credits in *Swamp Thing*, *Phantom Stranger*, and launching the sword and sorcery series *Claw the Unconquered*. Michelinie concluded his tenure at DC with credits including *Starfire*, *Star Hunters*, *Karate Kid* and an influential run on Aquaman that included the death of the hero's son. By 1979, Michelinie was writing exclusively for Marvel. His career-defining *Iron Man* run with writing partner (and inker) Bob Layton and artist John Romita, Jr. introduced Jim Rhodes and chronicled Tony Stark's descent into alcoholism. On *The Avengers*, he collaborated with artists John Byrne and George Pérez, and introduced the Taskmaster. He and Byrne also debuted Scott Lang as Ant-Man in *Marvel Premiere* #47.

In the early 1980s, Michelinie wrote *Star Wars* and *The Further Adventures of Indiana Jones*; *The Aladdin Effect* and *Revenge of the Living Monolith* Marvel Graphic Novels; and his Epic Comics series *The Bozz Chronicles* with artist Bret Blevins. In 1987, he returned for another celebrated run on *Iron Man* with Layton. A stint on *Web of Spider-Man* earned Michelinie the opportunity to write the core Spider-Man title, *The Amazing Spider-Man*, where he scribed the wedding of Peter Parker and Mary Jane Watson; and with superstar artist Todd McFarlane, introduced the massively popular villain Venom. Toward the end of his run, he introduced the spin-off villain Carnage. A '90s return to DC saw Michelinie writing Superman in *Action Comics*, including the wedding of Clark Kent and Lois Lane. He also joined industry upstart Valiant Comics to write *Rai*, *Turok*, and *H.A.R.D. Corps*. His most recent credits at Marvel have reunited him with Bob Layton on *Iron Man: Bad Blood*, *Iron Man: Legacy of Doom* and *Iron Man: The End*.

DON PERLIN

A talented stalwart that put all of his creativity into his work on long-running series like *Ghost Rider* and *The Defenders*, Don Perlin plied his talents in virtually every discipline in the comic book field—penciling, inking, helping introduce new characters and sometimes editing and writing. A student of Burne Hogarth, Perlin launched his career in 1951, drawing horror comics for various publishers and also penciling Will Eisner's *The Spirit*. After serving in the Army, Perlin returned to comics with Harvey in the late '50s, as well as Charlton in the '60s. In 1973, he began his long association with Marvel finishing John Buscema's art on *Thor* and inking several titles. He took over *Werewolf By Night* from Mike Ploog, penciling and inking the book for much of the next two years. He also penciled and inked the supernatural adventures of Johnny Blaze in *Ghost Rider*, his name becoming very closely identified with Marvel's monster biker. In the '80s, he drew *The Defenders* for a long run before turning his attention to Marvel's adaptation of Hasbro's *Transformers*. His early '90s work on Valiant's *Solar, Man of the Atom* and *Bloodshot* was extremely popular, after which, Perlin went into semi-retirement.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

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GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
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GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-24
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-15
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-17
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-24
GHOST RIDER VOLS. 1-4
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-16
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-16
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-6
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-21
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-3
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THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-2
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THE UNCANNY X-MEN VOLS. 1-15

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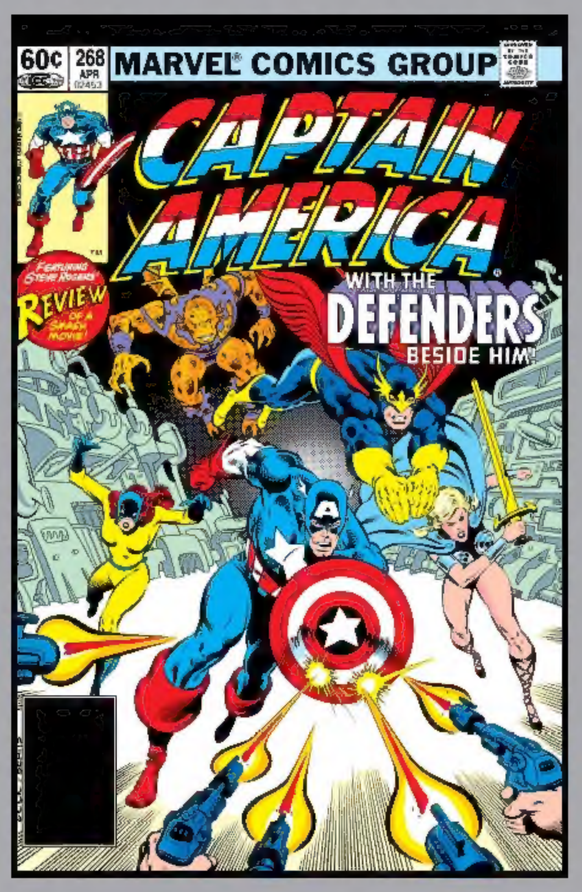
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